Drummond David C Form 4 February 08, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to **SECURITIES** Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Drummond David C

(First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction (Month/Day/Year)

02/06/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

SVP, Corporate Development

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tabl	le I - Non-D	Perivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Canala			Code V	Amount		Price	(Instr. 3 and 4)		
Google Stock Unit	02/06/2012		F	112	D	\$ 596.33 (2)	14,227	D	
Google Stock Unit	02/06/2012		C	193	D	\$ 0	14,034	D	
Class A Common Stock	02/06/2012		C	193	A	\$ 0	15,411	D	
Google Stock Unit							3,750	D	

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(3)

Google		
Stock Unit	5,335	D
(4)		

(4)

Class A
Common 2,090 I By Spouse
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	any Code		Transaction	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					<u>(5)</u>	<u>(6)</u>	Class A Common Stock	22,332
Option To Purchase Class A Common Stock	\$ 564.35					<u>(7)</u>	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class A Common Stock	\$ 574.18					<u>(8)</u>	04/06/2021	Class A Common Stock	29,288
Option To	\$ 308.57					<u>(9)</u>	03/01/2017	Class A Common	30,000

8. Prio Deriv Secur (Instr.

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Purchase Stock

Class A Common Stock

Option

To Class A Purchase \$ 318.92 (7) 03/04/2019 Common

Class A
Common
Stock

(7) 03/04/2019 Common 34,138 Stock

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Drummond David C C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP, Corporate Development

Signatures

/s/ Valentina Margulis, attorney-in-fact for David C. Drummond

02/08/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012)
- and 1/48th each month thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (2) Shares withheld to satisfy tax obligations upon vesting of GSUs.
- The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 25% of GSUs shall vest 12 months after vesting commencement date and 1/16th of shares shall vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- (5) All shares are exercisable as of the transaction date.
- (6) There is no expiration date for Google Inc.'s Class B Common Stock.
- (7) The option provided for vesting as follows: 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (8) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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(9) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 12, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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