

Google Inc.
Form 4
June 29, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------|
| | | | | (A) or (D) | Price | | | |
| Class A Common Stock ⁽¹⁾ | 06/29/2012 | | S | 6 | D \$ 572.725 ₍₂₎ | 47,539 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 06/29/2012 | | S | 33 | D \$ 573.5741 ₍₃₎ | 47,506 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 06/29/2012 | | S | 101 | D \$ 574.4557 ₍₄₎ | 47,405 | I | By Family Foundation |
| Class A Common | 06/29/2012 | | S | 96 | D \$ 575.6801 | 47,309 | I | By Family Foundation |

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| Stock ⁽¹⁾ | | | | | ⁽⁵⁾ | | | |
|---|------------|---|-----|---|----------------------------------|--------|---|-------------------------|
| Class A Common Stock ⁽¹⁾ | 06/29/2012 | S | 125 | D | \$ 576.46 ⁽⁶⁾ | 47,184 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 06/29/2012 | S | 164 | D | \$ 577.6341 ⁽⁷⁾ | 47,020 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 06/29/2012 | S | 72 | D | \$ 578.5489 ⁽⁸⁾ | 46,948 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 06/29/2012 | S | 3 | D | \$ 579.02 ⁽⁹⁾ | 46,945 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | | | | | | 15,320 | D | |
| Google Stock Unit ⁽¹⁰⁾ | | | | | | 62,508 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number 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) | 8. De Se (In | |
|---|---|---|---|---|---|--|---|----------------------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 | | | | | ⁽¹¹⁾ | ⁽¹²⁾ | Class A Common Stock | 1,194,309 |
| Class B Common | \$ 0 | | | | | ⁽¹¹⁾ | ⁽¹²⁾ | Class A Common | 260,002 |

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$577.01 to \$578.00, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$578.01 to \$579.00, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$579.01 to \$580.00, inclusive.

(10) 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 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(11) All shares are exercisable as of the transaction date.

(12) There is no expiration date for the Issuer's Class B Common Stock.

(13) The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of two Form 4s filed on June 29, 2012 for transactions effected by the Reporting Person on June 29, 2012.

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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