

Google Inc.
Form 4
December 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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)
12/28/2012

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Class A Common Stock ⁽¹⁾	12/28/2012		C		18,750 A \$ 0	18,750	I By Trust
Class A Common Stock ⁽¹⁾	12/28/2012		S		1,500 D \$ 700.7079	17,250	I By Trust
Class A Common Stock ⁽¹⁾	12/28/2012		S		3,590 D \$ 701.5707	13,660	I By Trust
Class A Common	12/28/2012		S		3,270 D \$ 702.5978	10,390	I By Trust

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Stock ⁽¹⁾					⁽⁴⁾				
Class A Common Stock ⁽¹⁾	12/28/2012	S	4,050	D	\$ 703.4562 ⁽⁵⁾	6,340	I	By Trust	
Class A Common Stock ⁽¹⁾	12/28/2012	S	2,738	D	\$ 704.6084 ⁽⁶⁾	3,602	I	By Trust	
Class A Common Stock ⁽¹⁾	12/28/2012	S	3,452	D	\$ 705.3147 ⁽⁷⁾	150	I	By Trust	
Class A Common Stock ⁽¹⁾	12/28/2012	S	150	D	\$ 706.21 ⁽⁸⁾	0	I	By Trust	
Class A Common Stock ⁽¹⁾	12/28/2012	S	60	D	\$ 700.7079 ⁽²⁾	174,470	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	144	D	\$ 701.5707 ⁽³⁾	174,326	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	131	D	\$ 702.5978 ⁽⁴⁾	174,195	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	161	D	\$ 703.4562 ⁽⁵⁾	174,034	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	110	D	\$ 704.6084 ⁽⁶⁾	173,924	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	138	D	\$ 705.3147 ⁽⁷⁾	173,786	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	6	D	\$ 706.21 ⁽⁸⁾	173,780	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	193	D	\$ 700.5	173,587	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	1,000	D	\$ 701.557 ⁽³⁾	172,587	I	By Family Foundation	
Class A Common Stock ⁽¹⁾	12/28/2012	S	900	D	\$ 703.38 ⁽⁵⁾	171,687	I	By Family Foundation	

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Class A Common Stock ⁽¹⁾	12/28/2012	S	500	D	\$ 704.6114 ⁽⁶⁾	171,187	I	By Family Foundation
Class A Common Stock ⁽¹⁾	12/28/2012	S	600	D	\$ 705.3733 ⁽⁷⁾	170,587	I	By Family Foundation
Class A Common Stock ⁽¹⁾						21,379	D	
Google Stock Unit ⁽⁹⁾						51,143	D	

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	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	12/28/2012		C	18,750	⁽¹⁰⁾	⁽¹¹⁾	Class A Common Stock	18,750
Class B Common Stock	\$ 0					⁽¹⁰⁾	⁽¹¹⁾	Class A Common Stock	1,194,300
Class B Common Stock	\$ 0					⁽¹⁰⁾	⁽¹¹⁾	Class A Common Stock	234,492
Class B Common Stock	\$ 0					⁽¹⁰⁾	⁽¹¹⁾	Class A Common Stock	1,233,980
Option To Purchase	\$ 612					⁽¹²⁾	02/02/2021	Class A Common Stock	181,840

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vesting dates.

Remarks:

This Form 4 is one of two Form 4s filed on December 28, 2012 for transactions effected by the Reporting Person on December

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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