

Google Inc.
Form 4
March 26, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
03/25/2013

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⁾	03/25/2013		S	5	D \$ 806.96	158,440	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013		S	466	D \$ 807.6015 ⁽²⁾	157,974	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013		S	710	D \$ 808.4672 ⁽³⁾	157,264	I	By Family Foundation
Class A Common	03/25/2013		S	433	D \$ 809.4701	156,831	I	By Family Foundation

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Stock ⁽¹⁾					⁽⁴⁾			
Class A Common Stock ⁽¹⁾	03/25/2013	S	227	D	\$ 810.588 ⁽⁵⁾	156,604	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	194	D	\$ 811.5702 ⁽⁶⁾	156,410	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	349	D	\$ 812.2261 ⁽⁷⁾	156,061	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	26	D	\$ 813.7843 ⁽⁸⁾	156,035	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	55	D	\$ 814.5407 ⁽⁹⁾	155,980	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	225	D	\$ 815.5471 ⁽¹⁰⁾	155,755	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	235	D	\$ 816.3913 ⁽¹¹⁾	155,520	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	426	D	\$ 817.5467 ⁽¹²⁾	155,094	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	380	D	\$ 818.403 ⁽¹³⁾	154,714	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	19	D	\$ 819.0589 ⁽¹⁴⁾	154,695	I	By Family Foundation
Class A Common Stock ⁽¹⁾						24,285	D	
Class A Common Stock ⁽¹⁾						0	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾						0	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾						0	I	By Trust

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X		Executive Chairman of Board	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt 03/26/2013

**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).
- (1) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$807.01 to \$808.00, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (13) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$808.01 to \$809.00, inclusive.

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- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$809.01 to \$810.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$810.01 to \$811.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$811.01 to \$812.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$812.01 to \$813.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$813.01 to \$814.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$814.01 to \$815.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$815.01 to \$816.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$816.01 to \$817.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$817.01 to \$818.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$818.01 to \$819.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$819.01 to \$820.00, inclusive.

Remarks:

This Form 4 is one of three Form 4s filed on March 26, 2013 for transactions effected by the Reporting Person on March 25, 2013.

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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