

GOOGLE INC.

Form 4

August 12, 2015

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)
08/12/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	08/12/2015		M		2,500	A	\$ 0	5,659	D
Class A Common Stock	08/12/2015		S		2,500	D	\$ 694.49	3,159	D
Class C Capital Stock	08/12/2015		M		2,500	A	\$ 0	24,243	D
Class C Capital	08/12/2015		S		2,500	D	\$ 663.08	21,743	D

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Stock

Class A Common Stock	08/12/2015	S	3,159	D	\$ 694.49	0	D	
Class C Capital Stock	08/12/2015	S	3,159	D	\$ 663.08	18,584	D	
Class A Common Stock						2,090	I	By Spouse
Class C Capital Stock						2,095	I	By Spouse
Class C Google Stock Unit (1)						22,478	D	
Class C Google Stock Unit (2)						1,221	D	
Class C Google Stock Unit (3)						70,788	D	
Class A Google Stock Unit (1)						22,478	D	
Class A Google Stock Unit (4)						1,221	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.

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option To Purchase Class A Common Stock <u>(5)</u>	\$ 154.5936	08/12/2015	M		2,500		<u>(6)</u>	03/01/2017	Class A Common Stock	2,500	
Option to Purchase Class C Capital Stock <u>(5)</u>	\$ 153.9765	08/12/2015	M		2,500		<u>(6)</u>	03/01/2017	Class C Capital Stock	2,500	
Class B Common Stock	\$ 0						<u>(7)</u>	<u>(8)</u>	Class A Common Stock	21,332	
Option to Purchase Class C Capital Stock <u>(9)</u>	\$ 316.9399						04/25/2016	04/04/2022	Class C Capital Stock	44,955	
Option to Purchase Class C Capital Stock <u>(10)</u>	\$ 316.9339						04/25/2015	04/04/2022	Class C Capital Stock	8,646	
Option to Purchase Class C Capital Stock <u>(11)</u>	\$ 281.6107						<u>(12)</u>	12/01/2020	Class C Capital Stock	9,998	
Option to Purchase Class C Capital Stock <u>(13)</u>	\$ 286.5159						<u>(14)</u>	04/06/2021	Class C Capital Stock	29,288	
Option to Purchase Class C Capital	\$ 159.1411						<u>(12)</u>	03/04/2019	Class C Capital Stock	34,138	

Stock ⁽¹⁵⁾Option
ToPurchase \$
Class A 318.2102Common
Stock ⁽⁹⁾

04/25/2016	04/04/2022	Class A Common Stock	44,955
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Option
ToPurchase \$
Class A 318.2102Common
Stock ⁽¹⁰⁾

04/25/2015	04/04/2022	Class A Common Stock	8,646
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Option
ToPurchase \$ 159.779
Class ACommon
Stock

⁽¹²⁾	03/04/2019	Class A Common Stock	34,138
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Option
ToPurchase \$
Class A 282.7394Common
Stock ⁽¹¹⁾

⁽¹²⁾	12/01/2020	Class A Common Stock	9,998
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Option
ToPurchase \$
Class A 287.6642Common
Stock ⁽¹³⁾

⁽¹⁴⁾	04/06/2021	Class A Common Stock	29,288
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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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

08/12/2015

**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) 100% of the grant will vest on April 25, 2016, subject to continued employment on such date.

The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vests as follows: 1/48th of the grant vested on the vesting start date (1/6/2012) and 1/48th of the grant vests each month thereafter, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.

(3) 100% of GSUs will vest on April 25, 2018, subject to continued employment on such vesting date.

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, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 30,000 shares of Class A Common Stock at an exercise price of \$308.57 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 30,000 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$154.5936 and the portion of the option covering Class C Capital Stock has an exercise price of \$153.9765 per share.

(6) The option is fully vested.

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

(8) There is no expiration date for Google Inc.'s Class B Common Stock.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 44,955 shares of Class A Common Stock at an exercise price of \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 44,955 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 8,646 shares of Class A Common Stock at an exercise price of \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 8,646 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 9,998 shares of Class A Common Stock at an exercise price of \$564.35 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 9,998 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$282.7394 and the portion of the option covering Class C Capital Stock has an exercise price of \$281.6107 per share.

(12) The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 29,288 shares of Class A Common Stock at an exercise price of \$574.18 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 29,288 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$287.6642 and the portion of the option covering Class C Capital Stock has an exercise price of \$286.5159 per share.

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- (14) 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, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 34,138 shares of Class A Common Stock at an exercise price of

- (15) \$318.92 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 34,138 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$159.779 and the portion of the option covering Class C Capital Stock has an exercise price of \$159.1411 per share.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person.

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

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