

Google Inc.
Form 4
October 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
Tilghman Shirley M

(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)
10/22/2013

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)

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. 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⁾ | 08/05/2013 | | J ⁽²⁾ | V 50 A \$ 0 | 5,104 | D | |
| Google Stock Unit ⁽³⁾ | 08/05/2013 | | J ⁽²⁾ | V 50 D \$ 0 | 255 | D | |
| Google Stock Unit ⁽⁴⁾ | 08/26/2013 | | J ⁽²⁾ | V 14 D \$ 0 | 316 | D | |
| Class A Common | 08/26/2013 | | J ⁽²⁾ | V 14 A \$ 0 | 5,118 | D | |

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| | | | | | | | |
|---|------------|------------------|-------|---|------------------|-------|---|
| Stock ⁽¹⁾ | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 08/26/2013 | J ⁽²⁾ | V 12 | A | \$ 0 | 5,130 | D |
| Google Stock Unit ⁽⁵⁾ | 08/26/2013 | J ⁽²⁾ | V 12 | D | \$ 0 | 427 | D |
| Google Stock Unit ⁽⁶⁾ | 08/26/2013 | J ⁽²⁾ | V 8 | D | \$ 0 | 381 | D |
| Class A Common Stock ⁽¹⁾ | 08/26/2013 | J ⁽²⁾ | V 8 | A | \$ 0 | 5,138 | D |
| Class A Common Stock ⁽¹⁾ | 09/25/2013 | J ⁽²⁾ | V 14 | A | \$ 0 | 5,152 | D |
| Google Stock Unit ⁽⁴⁾ | 09/25/2013 | J ⁽²⁾ | V 14 | D | \$ 0 | 302 | D |
| Google Stock Unit ⁽⁵⁾ | 09/25/2013 | J ⁽²⁾ | V 13 | D | \$ 0 | 414 | D |
| Class A Common Stock ⁽¹⁾ | 09/25/2013 | J ⁽²⁾ | V 13 | A | \$ 0 | 5,165 | D |
| Class A Common Stock ⁽¹⁾ | 09/25/2013 | J ⁽²⁾ | V 8 | A | \$ 0 | 5,173 | D |
| Google Stock Unit ⁽⁶⁾ | 09/25/2013 | J ⁽²⁾ | V 8 | D | \$ 0 | 373 | D |
| Class A Common Stock ⁽¹⁾ | 10/22/2013 | M | 1,000 | A | \$ 0 | 6,173 | D |
| Class A Common Stock ⁽¹⁾ | 10/22/2013 | S | 1,000 | D | \$ 1,002.1444 | 5,173 | D |
| Class A Common Stock | | | | | | 96 | D |

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

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(9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option To Purchase Class A Common Stock | \$ 318.68 | 10/22/2013 | | M | 1,000 | (7) 10/03/2015 | Class A Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tilghman Shirley M C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | X | | |

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Shirley M. Tilghman
 10/22/2013
 **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) Includes Class A Common Stock resulting from vested GSUs grant of which was previously reported on Form 4s.
- (2) Vesting of GSUs grant of which was previously reported in Form 4.
- (3) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of the Google Inc.'s Class A common stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: (i) 1/4th of GSUs vests 12 months after vesting start date and (ii) 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is November 3, 2010.

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- (4) 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (5) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.
- (6) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- (7) Option is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and is fully vested.

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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