

Google Inc.  
Form 4  
October 31, 2013

**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

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 \*  
Arora Nikesh

(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)  
10/30/2013

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)  
SVP and Chief Business Officer

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)
			Code	V	Amount	(D)	Price
Class A Common Stock	10/30/2013		S		194	D	\$ 1,037.43
Class A Common Stock	10/30/2013		M		20,833	A	\$ 0
Class A Common Stock	10/30/2013		S		2,500	D	\$ 1,037.43
Class A Common	10/30/2013		S		700	D	\$ 1,032.2829
							17,634

Edgar Filing: Google Inc. - Form 4

Stock					<u>(1)</u>		
Class A Common Stock	10/30/2013	S	1,100	D	\$ 1,033.1073	16,534	D
					<u>(2)</u>		
Class A Common Stock	10/30/2013	S	50	D	\$ 1,035.19	16,484	D
Class A Common Stock	10/30/2013	S	648	D	\$ 1,036.923 <u>(3)</u>	15,836	D
Class A Common Stock	10/30/2013	S	2	D	\$ 1,037.5	15,834	D
Class A Common Stock	10/30/2013	S	831	D	\$ 1,032.4748 <u>(4)</u>	15,003	D
Class A Common Stock	10/30/2013	S	1,443	D	\$ 1,033.5429 <u>(5)</u>	13,560	D
Class A Common Stock	10/30/2013	S	126	D	\$ 1,034.7456 <u>(6)</u>	13,434	D
Class A Common Stock	10/30/2013	S	100	D	\$ 1,036.47	13,334	D
Class A Common Stock	10/30/2013	S	900	D	\$ 1,032.5522 <u>(7)</u>	12,434	D
Class A Common Stock	10/30/2013	S	1,275	D	\$ 1,033.0998 <u>(8)</u>	11,159	D
Class A Common Stock	10/30/2013	S	200	D	\$ 1,034.315 <u>(9)</u>	10,959	D
Class A Common Stock	10/30/2013	S	25	D	\$ 1,035.19	10,934	D
Class A Common Stock	10/30/2013	S	100	D	\$ 1,036.28	10,834	D
Class A Common Stock	10/30/2013	S	200	D	\$ 1,027.285 <u>(10)</u>	10,634	D

Edgar Filing: Google Inc. - Form 4

Class A Common Stock	10/30/2013	S	300	D	\$ 1,028.6567 (11)	10,334	D
Class A Common Stock	10/30/2013	S	400	D	\$ 1,029.74 (12)	9,934	D
Class A Common Stock	10/30/2013	S	200	D	\$ 1,030.965 (13)	9,734	D
Class A Common Stock	10/30/2013	S	399	D	\$ 1,032.2903 (14)	9,335	D
Class A Common Stock	10/30/2013	S	801	D	\$ 1,033.2903 (15)	8,534	D
Class A Common Stock	10/30/2013	S	200	D	\$ 1,034.73 (16)	8,334	D
Class A Common Stock	10/30/2013	S	200	D	\$ 1,027.26	8,134	D
Google Stock Unit (17)						6,249	D
Google Stock Unit (18)						34,581	D
Google Stock Unit (19)						10,577	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 (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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	--	--------------------------------------	--	--------------------------------	--	--	---



## Edgar Filing: Google Inc. - Form 4

- (3) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,036.21 to \$1,037.20, inclusive.
- (4) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,031.97 to \$1,032.96, inclusive.
- (5) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,033.01 to \$1,034.00, inclusive.
- (6) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,034.63 to \$1,035.62, inclusive.
- (7) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,031.91 to \$1,032.90, inclusive.
- (8) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,032.91 to \$1,033.90, inclusive.
- (9) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,034.00 to \$1,034.99, inclusive.
- (10) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,027.26 to \$1,028.25, inclusive.
- (11) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,028.45 to \$1,029.44, inclusive.
- (12) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,029.47 to \$1,030.46, inclusive.
- (13) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,030.53 to \$1,031.52, inclusive.
- (14) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,031.76 to \$1,032.75, inclusive.
- (15) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,032.85 to \$1,033.84, inclusive.
- (16) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,034.50 to \$1,035.49, inclusive.
- (17) 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 vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (18) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
- (19) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (20) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (21) 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 until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

### Remarks:

This Form 4 is one of three Form 4s filed on October 31, 2013 for transactions effected by the Reporting Person on October 31, 2013.

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.