GOOGLE INC.
Form 4
September 09, 2015

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 [*]
Pichai Sundar

(Last) (First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PKWY

(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)
09/08/2015

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 below) _____ Other (specify below)
Sr. Vice President, Products

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 Google Stock Unit [(1)]	09/08/2015		C [(2)]		457	D	$ 0	1,457	D	
Class A Common Stock	09/08/2015		C [(2)]		457	A	$ 0	1,129	D	
Class A Google Stock Unit [(1)]	09/08/2015		F [(3)]		500	D	$ 628.96	957	D	

Class C Google Stock Unit [4]	09/08/2015		C [2]	457	D	$ 0	1,457	D
Class C Capital Stock	09/08/2015		C [2]	457	A	$ 0	1,161	D
Class C Google Stock Unit [4]	09/08/2015		F [3]	500	D	$ 600.7	957	D
Class A Google Stock Unit [5]							55,585	D
Class C Google Stock Unit [5]							55,585	D
Class C Google Stock Unit [6]							88,485	D
Class C Google Stock Unit [7]							353,939	D
Class C Google Stock Unit [8]							149,415	D

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

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pric Deriva Securi (Instr.

		Code	V	Disposed of (D) (Instr. 3, 4, and 5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	$ 318.2102					(9)	04/04/2022	Class A Common Stock	8,646
Option To Purchase Class A Common Stock	$ 218.5563					(9)	07/29/2019	Class A Common Stock	2,436
Option To Purchase Class A Common Stock	$ 253.6664					(9)	08/04/2020	Class A Common Stock	1,459
Option to Purchase Class C Capital Stock	$ 316.9399					(9)	04/04/2022	Class C Capital Stock	8,646
Option to Purchase Class C Capital Stock	$ 217.6838					(9)	07/29/2019	Class C Capital Stock	2,436
Option to Purchase Class C Capital Stock	$ 252.6537					(9)	08/04/2020	Class C Capital Stock	1,459

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Pichai Sundar
C/O GOOGLE INC., 1600 AMPHITHEATRE PKWY
MOUNTAIN VIEW, CA 94043

Sr. Vice President, Products

Signatures

/s/ Valentina Margulis, Attorney-in-fact for Sundar Pichai	09/09/2015
**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) 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 at a rate of 1/16th per quarter, subject to continued employment on the applicable vesting dates.

(2) Vesting of GSUs grant of which was previously reported in Form 4.

(3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

(4) The GSUs entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the GSU as the GSU vests. The GSUs vest at a rate of 1/16th per quarter, subject to continued employment on the applicable vesting dates.

(5) The GSUs vest at a rate of 1/72 per month, subject to continued employment on the applicable vesting dates.

(6) 50% of the grant will vest on April 25, 2016 and 50% of the grant will vest on April 25, 2017, subject to continued employment on such dates.

(7) 100% of the grant will vest on April 25, 2018, subject to continued employment on such date.

(8) The GSUs vest at a rate of 1/8th per quarter, subject to continued employment on the applicable vesting dates.

(9) Option 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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