

Google Inc.
Form 4
January 29, 2014

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 *
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)
01/27/2014

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock ⁽¹⁾	01/27/2014		S	91 D \$ 1,115.305 ⁽²⁾	1,179	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014		S	45 D \$ 1,116.51 ⁽³⁾	1,134	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014		S	91 D \$ 1,117.5 ⁽⁴⁾	1,043	I	By Trust
Class A Common	01/27/2014		S	106 D \$ 1,118.6286	937	I	By Trust

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Stock ⁽¹⁾					⁽⁵⁾			
Class A Common Stock ⁽¹⁾	01/27/2014	S	45	D	\$ 1,119.6533	892	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014	S	91	D	\$ 1,121.355 ⁽⁶⁾	801	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014	S	15	D	\$ 1,122.36 ⁽⁷⁾	786	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014	S	91	D	\$ 1,123.515 ⁽⁸⁾	695	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014	S	60	D	\$ 1,124.535 ⁽⁹⁾	635	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014	S	453	D	\$ 1,125.6606	182	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014	S	15	D	\$ 1,126.42 ⁽¹⁰⁾	167	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014	S	167	D	\$ 1,090.57 ⁽¹¹⁾	0	I	By Trust
Class A Common Stock ⁽¹⁾	01/27/2014	S	14	D	\$ 1,100.6228	555	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	26	D	\$ 1,101.5135	529	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	21	D	\$ 1,102.5934	508	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	34	D	\$ 1,103.4034	474	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	21	D	\$ 1,104.325 ⁽¹²⁾	453	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	40	D	\$ 1,105.556 ⁽¹³⁾	413	I	By Limited Partnership I

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Class A Common Stock ⁽¹⁾	01/27/2014	S	38	D	\$ 1,106.488 (20)	375	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	26	D	\$ 1,107.667 (21)	349	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	27	D	\$ 1,108.3981 (22)	322	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	49	D	\$ 1,109.5396 (23)	273	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	38	D	\$ 1,110.6342 (24)	235	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	59	D	\$ 1,111.5286 (25)	176	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	18	D	\$ 1,112.3895 (26)	158	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾						1,965	I	By Limited Partnership II

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

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(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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

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 01/29/2014

**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 \$1,115.01 to \$1,116.00, 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 (26) 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 \$1,116.01 to \$1,117.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,117.01 to \$1,118.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,118.01 to \$1,119.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,119.01 to \$1,120.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,121.01 to \$1,122.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,122.01 to \$1,123.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,123.01 to \$1,124.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,124.01 to \$1,125.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,125.01 to \$1,126.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,126.01 to \$1,126.42, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,090.01 to \$1,091.00, inclusive.

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- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,099.01 to \$1,100.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,101.01 to \$1,102.00, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,102.01 to \$1,103.00, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,103.01 to \$1,104.00, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,104.01 to \$1,105.00, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,105.01 to \$1,106.00, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,106.01 to \$1,107.00, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,107.01 to \$1,108.00, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,108.01 to \$1,109.00, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,109.01 to \$1,110.00, inclusive.
- (24) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,110.01 to \$1,111.00, inclusive.
- (25) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,111.01 to \$1,112.00, inclusive.
- (26) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,112.01 to \$1,113.00, inclusive.

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to 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.

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