

Google Inc.
Form 4
February 24, 2012

FORM 4

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

OMB APPROVAL

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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)
02/23/2012

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/23/2012		C		100,000 A \$ 0	D	
Class A Common Stock	02/23/2012		S		973 D 600.7898 (1)	D	
Class A Common Stock	02/23/2012		S		4,283 D 601.7186 (2)	D	
Class A Common	02/23/2012		S		12,676 D \$ 602.438 (3)	D	

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Stock							
Class A Common Stock	02/23/2012	S	7,159	D	\$ <u>603.54</u> (4)	87,200	D
Class A Common Stock	02/23/2012	S	8,344	D	\$ <u>604.52</u> (5)	78,856	D
Class A Common Stock	02/23/2012	S	29,584	D	\$ <u>605.61</u> (6)	49,272	D
Class A Common Stock	02/23/2012	S	36,026	D	\$ <u>606.38</u> (7)	13,246	D
Class A Common Stock	02/23/2012	S	955	D	\$ <u>607.43</u> (8)	12,291	D
Class A Common Stock	02/23/2012	C	75,000	A	\$ 0	75,000	I By Trust
Class A Common Stock	02/23/2012	S	730	D	\$ <u>600.7898</u> (1)	74,270	I By Trust
Class A Common Stock	02/23/2012	S	3,212	D	\$ <u>601.7186</u> (2)	71,058	I By Trust
Class A Common Stock	02/23/2012	S	9,507	D	\$ <u>602.438</u> (3)	61,551	I By Trust
Class A Common Stock	02/23/2012	S	5,369	D	\$ <u>603.54</u> (4)	56,182	I By Trust
Class A Common Stock	02/23/2012	S	6,258	D	\$ <u>604.52</u> (5)	49,924	I By Trust
Class A Common Stock	02/23/2012	S	22,188	D	\$ <u>605.61</u> (6)	27,736	I By Trust
Class A Common Stock	02/23/2012	S	27,020	D	\$ <u>606.38</u> (7)	716	I By Trust
Class A Common Stock	02/23/2012	S	716	D	\$ <u>607.43</u> (8)	0	I By Trust

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Class A Common Stock	02/23/2012		C	19,500	A	\$ 0	19,500	I	By Limited Partnership II
Class A Common Stock	02/23/2012		S	190	D	\$ 600.7898 (1)	19,310	I	By Limited Partnership II
Class A Common Stock	02/23/2012		S	835	D	\$ 601.7186 (2)	18,475	I	By Limited Partnership II
Class A Common Stock	02/23/2012		S	2,472	D	\$ 602.438 (3)	16,003	I	By Limited Partnership II
Class A Common Stock	02/23/2012		S	1,396	D	\$ 603.54 (4)	14,607	I	By Limited Partnership II
Class A Common Stock	02/23/2012		S	1,627	D	\$ 604.52 (5)	12,980	I	By Limited Partnership II
Class A Common Stock	02/23/2012		S	5,769	D	\$ 605.61 (6)	7,211	I	By Limited Partnership II
Class A Common Stock	02/23/2012		S	7,025	D	\$ 606.38 (7)	186	I	By Limited Partnership II
Class A Common Stock	02/23/2012		S	186	D	\$ 607.43 (8)	0	I	By Limited Partnership II
Class A Common Stock							57,096	I	By Family Foundation
Google Stock Unit (9)							68,190	D	

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	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)		Date Exercisable	Expiration Date	Title	Amount of Number of Shares
			Code	V (A) (D)				
Class B Common Stock	\$ 0	02/23/2012	C	100,000	(10)	(11)	Class A Common Stock	100,000
Class B Common Stock	\$ 0	02/23/2012	C	75,000	(10)	(11)	Class A Common Stock	75,000
Class B Common Stock	\$ 0	02/23/2012	C	19,500	(10)	(11)	Class A Common Stock	19,500
Class B Common Stock	\$ 0				(10)	(11)	Class A Common Stock	274,092
Option To Purchase Class A Common Stock	\$ 612				(12)	02/02/2021	Class A Common Stock	181,840

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

02/24/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$600.54 to \$601.00, 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 (1) through (8) to this Form 4.

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- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$601.01 to \$602.00, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$602.01 to \$603.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$603.01 to \$604.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$604.01 to \$605.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$605.01 to \$606.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$606.01 to \$607.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$607.01 to \$608.00, inclusive.

- (9) 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 shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (10) All shares are exercisable as of the transaction date.
- (11) There is no expiration date for the Issuer's Class B Common Stock.
- (12) The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

*** All of the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Report

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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