GOOGLE INC.

Form 4

September 24, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Page Lawrence

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

GOOGLE INC. [GOOG]

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction

09/22/2015

_X__ 10% Owner _X_ Director X_ Officer (give title __ Other (specify below)

Chief Executive Officer

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivativo	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	orDisposed (Instr. 3,	of (D) 4 and 3 (A) or	55)	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)
Class A Common Stock (1)	09/22/2015		Code V	Amount 16,666	(D)	Price	91,666	D	
Class A Common Stock (1)	09/22/2015		S	325	D	\$ 645.9077 (2)	91,341	D	
Class A Common Stock (1)	09/22/2015		S	1,402	D	\$ 646.922 (3)	89,939	D	
Class A Common	09/22/2015		S	1,181	D	\$ 647.9713	88,758	D	

Stools (1)					(4)		
Stock (1) Class A Common Stock (1)	09/22/2015	S	1,442	D	\$ 649.1863	87,316	D
Class A Common Stock (1)	09/22/2015	S	1,937	D	\$ 650.0563 (6)	85,379	D
Class A Common Stock (1)	09/22/2015	S	1,598	D	\$ 651.1596 (7)	83,781	D
Class A Common Stock (1)	09/22/2015	S	2,033	D	\$ 652.1422 (8)	81,748	D
Class A Common Stock (1)	09/22/2015	S	2,396	D	\$ 653.276 (9)	79,352	D
Class A Common Stock (1)	09/22/2015	S	500	D	\$ 654.5472 (10)	78,852	D
Class A Common Stock (1)	09/22/2015	S	1,949	D	\$ 655.7157 (11)	76,903	D
Class A Common Stock (1)	09/22/2015	S	1,803	D	\$ 656.8468 (12)	75,100	D
Class A Common Stock (1)	09/22/2015	S	100	D	\$ 657.26 (13)	75,000	D
Class C Capital Stock	09/22/2015	S	589	D	\$ 616.3954 (14)	21,799,081	D
Class C Capital Stock	09/22/2015	S	1,609	D	\$ 617.5711 (15)	21,797,472	D
Class C Capital Stock	09/22/2015	S	1,606	D	\$ 618.6968 (16)	21,795,866	D
Class C Capital Stock	09/22/2015	S	2,846	D	\$ 619.5951 (17)	21,793,020	D
Class C Capital Stock	09/22/2015	S	2,388	D	\$ 620.6897 (18)	21,790,632	D

Class C Capital Stock	09/22/2015	S	1,400	D	\$ 621.7895 (19)	21,789,232	D
Class C Capital Stock	09/22/2015	S	2,302	D	\$ 622.5503 (20)	21,786,930	D
Class C Capital Stock	09/22/2015	S	452	D	\$ 623.9286 (21)	21,786,478	D
Class C Capital Stock	09/22/2015	S	1,673	D	\$ 624.7661 (22)	21,784,805	D
Class C Capital Stock	09/22/2015	S	1,601	D	\$ 625.8276 (23)	21,783,204	D
Class C Capital Stock	09/22/2015	S	200	D	\$ 627.19 (24)	21,783,004	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. Transacti Code (Instr. 8)	5. Number of tiorDerivative Securities) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Secu (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0	09/22/2015		С	1	16,666	(25)	(26)	Class A Common Stock	16,666	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 3

Director 10% Owner Officer Other

Page Lawrence C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

X Chief Executive Officer

Signatures

/s/ Valentina Margulis as attorney-in-fact for Lawrence Page

09/24/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

X

- ** 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$645.44 to \$646.43 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 (15) 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 \$646.48 to \$647.47, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$647.52 to \$648.51, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$648.61 to \$649.60, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$649.71 to \$650.70, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$650.73 to \$651.72, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$651.76 to \$652.75, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$652.89 to \$653.88, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$654.15 to \$655.14, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$655.19 to \$654.18, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$655.24 to \$656.23, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$656.24 to \$657.23, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$616.39 to \$617.38, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$617.10 to \$618.09, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$618.14 to \$619.13, inclusive.

Signatures 4

- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$619.17 to \$620.16, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$620.20 to \$621.19, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$621.22 to \$622.20, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$622.25 to \$623.24, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$623.30 to \$624.29, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$624.32 to \$625.31, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$625.44 to \$626.43, inclusive.
- (24) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$627.17 to \$628.16, inclusive.
- (25) All shares are exercisable as of the transaction date.
- (26) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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