Google Inc. Form 4 June 29, 2012

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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(Print or Type Responses)

1. Name and Address of Reporting Person * SCHMIDT ERIC E

2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

06/28/2012

X Director _X__ Officer (give title

10% Owner Other (specify

AMPHITHEATRE PARKWAY

below) Executive Chairman of Board

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

4. If Amendment, Date Original Filed(Month/Day/Year)

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

Person

MOUNTAIN VIEW, CA 94043

C/O GOOGLE INC., 1600

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)		sed of	` ′	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)	06/28/2012		С	500	A	\$ 0	500	I	By Limited Partnership I			
Class A Common Stock (1)	06/28/2012		S	10	D	\$ 557.7325 (2)	490	I	By Limited Partnership I			
Class A Common Stock (1)	06/28/2012		S	50	D	\$ 558.5705 (3)	440	I	By Limited Partnership I			
Class A Common	06/28/2012		S	48	D	\$ 559.5637	392	I	By Limited Partnership			

Stock (1)					<u>(4)</u>			I
Class A Common Stock (1)	06/28/2012	S	80	D	\$ 560.4886 (5)	312	I	By Limited Partnership I
Class A Common Stock (1)	06/28/2012	S	71	D	\$ 561.398 (6)	241	I	By Limited Partnership I
Class A Common Stock (1)	06/28/2012	S	65	D	\$ 562.6176 (7)	176	I	By Limited Partnership I
Class A Common Stock (1)	06/28/2012	S	98	D	\$ 563.4731 (8)	78	I	By Limited Partnership I
Class A Common Stock (1)	06/28/2012	S	45	D	\$ 564.2634 (9)	33	I	By Limited Partnership I
Class A Common Stock (1)	06/28/2012	S	33	D	\$ 565.7054 (10)	0	I	By Limited Partnership I
Class A Common Stock (1)	06/28/2012	S	12	D	\$ 557.7325 (2)	51,326	I	By Family Foundation
Class A Common Stock (1)	06/28/2012	S	60	D	\$ 558.5705 (3)	51,266	I	By Family Foundation
Class A Common Stock (1)	06/28/2012	S	57	D	\$ 559.5637 (4)	51,209	I	By Family Foundation
Class A Common Stock (1)	06/28/2012	S	96	D	\$ 560.4886 (5)	51,113	I	By Family Foundation
Class A Common Stock (1)	06/28/2012	S	86	D	\$ 561.398 (6)	51,027	I	By Family Foundation
Class A Common Stock (1)	06/28/2012	S	78	D	\$ 562.6176 <u>(7)</u>	50,949	I	By Family Foundation
Class A Common Stock (1)	06/28/2012	S	118	D	\$ 563.4731 (8)	50,831	I	By Family Foundation
Class A Common Stock (1)	06/28/2012	S	54	D	\$ 564.2634 (9)	50,777	I	By Family Foundation

Class A Common Stock (1)	06/28/2012	S	39	D	\$ 565.7054 (10)	50,738	I	By Family Foundation
Class A Common Stock (1)	06/28/2012	S	3,193	D	\$ 564.2947 (11)	47,545	I	By Family Foundation
Class A Common Stock (1)						15,320	D	
Class A Common Stock (1)						0	I	By Limited Partnership II
Google Stock Unit (12)						62,508	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.

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)	Onof Deri Secu Acqu (A) of Disp of (I	osed (a) (a) (b) (a)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	06/28/2012		С		500	<u>(13)</u>	(14)	Class A Common Stock	500
Class B Common Stock	\$ 0						<u>(13)</u>	(14)	Class A Common Stock	1,194,309
Class B Common Stock	\$ 0						(13)	(14)	Class A Common Stock	1,548,494
	\$ 0						(13)	(14)		5,442,398

SEC 1474

(9-02)

Class B Class A Common Common Stock Stock Option To Class A Purchase (15)\$612 02/02/2021 Common 181,840 Class A Stock Common

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

Ex

Executive Chairman of Board

Signatures

Stock

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt

06/29/2012

**Signature of Reporting Person

Date

Relationships

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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$557.58 to \$558.00, 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 (11) to this form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$558.01 to \$559.00, inclusive.
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- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$563.01 to \$564.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$564.01 to \$565.00, inclusive.

Reporting Owners 4

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$565.01 to \$566.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$564.08 to \$565.00, inclusive.
- 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.
- (13) All shares are exercisable as of the transaction date.
- (14) There is no expiration date for the Issuer's Class B Common Stock.
- 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:

This Form 4 is one of two Form 4s filed on June 29, 2012 for transactions effected by the Reporting Person on June 28, 2012.

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.