

DOERR L JOHN
Form 4
December 10, 2012

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 *
DOERR L JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(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. 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) | | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Class A Common Stock ⁽¹⁾ | 12/10/2012 | | C | 7,280 | A | \$ 0 | 21,655 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 12/10/2012 | | S | 3,062 | D | \$ 685.1256 ⁽²⁾ | 18,593 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 12/10/2012 | | S | 1,446 | D | \$ 685.8452 ⁽³⁾ | 17,147 | I | Vallejo Ventures Trust |
| Class A Common Stock | 12/10/2012 | | S | 1,359 | D | \$ 688.5 | 15,788 | I | Vallejo |

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| | | | | | | | | |
|-------------------------------------|------------|---|-----|---|--------|---------|---|---|
| Common Stock ⁽¹⁾ | | | | | | | | Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 12/10/2012 | S | 933 | D | \$ 690 | 14,855 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 12/10/2012 | S | 480 | D | \$ 691 | 14,375 | I | Vallejo Ventures Trust |
| Class A Common Stock | | | | | | 110,351 | I | The Benificus Foundation |
| Class A Common Stock | | | | | | 1,628 | D | |
| Class A Common Stock | | | | | | 18,656 | I | L. John Doerr Ttee The Austin 1999 Trust dtd 5/25/99 |
| Class A Common Stock | | | | | | 18,656 | I | L. John Doerr Ttee The Hampton 1999 Trust dtd 5/25/99 |
| Google Stock Unit ⁽⁴⁾ | | | | | | 273 | D | |
| Google Stock Unit ⁽⁵⁾ | | | | | | 540 | D | |
| Google Stock Unit ⁽⁶⁾ | | | | | | 440 | D | |
| Google Stock Unit ⁽⁷⁾ | | | | | | 207 | 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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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. P | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|----------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 | 12/10/2012 | | C | | 7,280 | | (8) | (9) | Class A Common Stock | 7,280 |
| Class B Common Stock | \$ 0 | | | | | | | (8) | (9) | Class A Common Stock | 1,850 |
| Class B Common Stock | \$ 0 | | | | | | | (8) | (9) | Class A Common Stock | 160,940 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Valentina Margulis, as attorney-in-fact for L. John Doerr 12/10/2012

__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) 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 \$684.60 to \$685.50, 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 (3) 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 \$685.700 to \$686.00.
- (4)

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The Google Stock Units ("GSUs") entitle person to one share of Class A Common Stock as GSUs vest. The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.

- (5) The GSUs vest as follows: 1/48th vests on the 25th calendar day of the month following the vesting start date and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11, 2012.
- (6) The GSUs vest as follows: 1/48th vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (7) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is August 5, 2009.
- (8) There is no exercisable date for the Issuer's Class B Common Stock.
- (9) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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

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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