

Google Inc.
Form 4
November 26, 2013

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 *
MATHER ANN

(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)
11/26/2013

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)

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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Google Stock Unit ⁽¹⁾ | 08/26/2013 | | J ⁽²⁾ | V 14 D \$ 0 | 316 | D | |
| Class A Common Stock ⁽³⁾ | 08/26/2013 | | J ⁽²⁾ | V 14 A \$ 0 | 650 | D | |
| Class A Common Stock ⁽³⁾ | 08/26/2013 | | J ⁽²⁾ | V 12 A \$ 0 | 662 | D | |
| Google Stock | 08/26/2013 | | J ⁽²⁾ | V 12 D \$ 0 | 427 | D | |

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| | | | | | | | |
|---|------------|------------------|------|---|------|-----|---|
| Unit ⁽¹⁾ | | | | | | | |
| Class A Common Stock ⁽³⁾ | 08/26/2013 | J ⁽²⁾ | V 8 | A | \$ 0 | 670 | D |
| Google Stock Unit ⁽⁴⁾ | 08/26/2013 | J ⁽²⁾ | V 8 | D | \$ 0 | 381 | D |
| Class A Common Stock ⁽³⁾ | 09/02/2013 | J ⁽²⁾ | V 56 | A | \$ 0 | 726 | D |
| Google Stock Unit ⁽⁵⁾ | 09/02/2013 | J ⁽²⁾ | V 56 | D | \$ 0 | 282 | D |
| Google Stock Unit ⁽¹⁾ | 09/25/2013 | J ⁽²⁾ | V 14 | D | \$ 0 | 302 | D |
| Class A Common Stock ⁽³⁾ | 09/25/2013 | J ⁽²⁾ | V 14 | A | \$ 0 | 740 | D |
| Class A Common Stock ⁽³⁾ | 09/25/2013 | J ⁽²⁾ | V 13 | A | \$ 0 | 753 | D |
| Google Stock Unit ⁽¹⁾ | 09/25/2013 | J ⁽²⁾ | V 13 | D | \$ 0 | 414 | D |
| Class A Common Stock ⁽³⁾ | 09/25/2013 | J ⁽²⁾ | V 8 | A | \$ 0 | 761 | D |
| Google Stock Unit ⁽⁴⁾ | 09/25/2013 | J ⁽²⁾ | V 8 | D | \$ 0 | 373 | D |
| Google Stock Unit | 10/25/2013 | J ⁽²⁾ | V 13 | D | \$ 0 | 289 | D |
| Class A Common Stock ⁽³⁾ | 10/25/2013 | J ⁽²⁾ | V 13 | A | \$ 0 | 774 | D |
| Class A Common Stock ⁽³⁾ | 10/25/2013 | J ⁽²⁾ | V 12 | A | \$ 0 | 786 | D |
| Google Stock Unit ⁽¹⁾ | 10/25/2013 | J ⁽²⁾ | V 12 | D | \$ 0 | 402 | D |

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| | | | | | | | | |
|---|------------|------------------|---|-----|---|------------------------------------|-----|---|
| Class A Common Stock ⁽³⁾ | 10/25/2013 | J ⁽²⁾ | V | 9 | A | \$ 0 | 795 | D |
| Google Stock Unit ⁽⁴⁾ | 10/25/2013 | J ⁽²⁾ | V | 9 | D | \$ 0 | 364 | D |
| Google Stock Unit | 11/25/2013 | J ⁽²⁾ | V | 14 | D | \$ 0 | 275 | D |
| Class A Common Stock ⁽³⁾ | 11/25/2013 | J ⁽²⁾ | V | 14 | A | \$ 0 | 809 | D |
| Class A Common Stock ⁽³⁾ | 11/25/2013 | J ⁽²⁾ | V | 13 | A | \$ 0 | 822 | D |
| Google Stock Unit ⁽¹⁾ | 11/25/2013 | J ⁽²⁾ | V | 13 | D | \$ 0 | 389 | D |
| Class A Common Stock ⁽³⁾ | 11/25/2013 | J ⁽²⁾ | V | 8 | A | \$ 0 | 830 | D |
| Google Stock Unit ⁽⁴⁾ | 11/25/2013 | J ⁽²⁾ | V | 8 | D | \$ 0 | 356 | D |
| Class A Common Stock ⁽³⁾ | 11/26/2013 | S | | 100 | D | \$ 1,060.02 | 730 | D |
| Class A Common Stock ⁽³⁾ | 11/26/2013 | S | | 490 | D | \$ 1,060.0105 ⁽⁶⁾ | 240 | D |
| Class A Common Stock | | | | | | | 235 | D |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pr Deri Secu |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|-----------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|-----------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | (Instr. 4) |
|---|------------------------------------|------------------|------------|---|-----|-----|---------------------|--------------------|----------------------------|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option To Purchase Class A Common Stock <u>(7)</u> | \$ 414.09 | | | | | | 12/01/2005 | 12/01/2015 | Class A Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MATHER ANN C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | X | | |

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Ann Mather 11/26/2013

**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 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 GSUs vest. 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.
 - (2) Vesting of GSUs grant of which was previously reported in Form 4.
 - (3) Includes Class A Common Stocks issued upon vesting of GSUs that were previously reported as GSUs.
 - (4) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
 - (5) The GSUs vest as follows: 1/4th of the GSUs vests on the one-year grant date anniversary and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates.
 - (6) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,060.01 to \$1,060.0441, 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 this footnote.

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(7) The option is a subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and is fully vested.

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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