

GOOGLE INC.

Form 4

August 17, 2015

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Page Lawrence

(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)

08/17/2015

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)

Chief Executive Officer

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)
Class A Common Stock ⁽¹⁾	08/07/2015		G	V 75,000 D \$ 0	75,000	D	
Class C Capital Stock	08/07/2015		G	V 75,000 D \$ 0	21,899,670	D	
Class A Common Stock ⁽¹⁾	08/17/2015		C	16,666 A \$ 0	91,666	D	
Class C Capital	08/17/2015		S	1,100 D \$ 652.1861	21,898,570	D	

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Stock					(2)			
Class C Capital Stock	08/17/2015	S	1,780	D	\$ 653.2535	21,896,790	D	
Class C Capital Stock	08/17/2015	S	2,100	D	(3) \$ 655.0067	21,894,690	D	
Class C Capital Stock	08/17/2015	S	3,164	D	(4) \$ 655.8203	21,891,526	D	
Class C Capital Stock	08/17/2015	S	1,180	D	(5) \$ 656.5771	21,890,346	D	
Class C Capital Stock	08/17/2015	S	2,452	D	(6) \$ 657.9492	21,887,894	D	
Class C Capital Stock	08/17/2015	S	2,533	D	(7) \$ 659.1516	21,885,361	D	
Class C Capital Stock	08/17/2015	S	1,255	D	(8) \$ 660.1338	21,884,106	D	
Class C Capital Stock	08/17/2015	S	1,102	D	(9) \$ 660.937	21,883,004	D	
Class A Common Stock (1)	08/17/2015	S	600	D	(10) \$ 684.0117	91,066	D	
Class A Common Stock (1)	08/17/2015	S	1,842	D	(11) \$ 685.1409	89,224	D	
Class A Common Stock (1)	08/17/2015	S	400	D	(12) \$ 686.1525	88,824	D	
Class A Common Stock (1)	08/17/2015	S	1,936	D	(13) \$ 687.6837	86,888	D	
Class A Common Stock (1)	08/17/2015	S	3,850	D	(14) \$ 688.4077	83,038	D	
Class A Common Stock (1)	08/17/2015	S	1,512	D	(15) \$ 689.5759	81,526	D	
Class A Common Stock (1)	08/17/2015	S		D	(16)			

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Class A Common Stock ⁽¹⁾	08/17/2015	S	1,272	D	\$ 690.5269 ⁽¹⁷⁾	80,254	D
Class A Common Stock ⁽¹⁾	08/17/2015	S	728	D	\$ 691.9141 ⁽¹⁸⁾	79,526	D
Class A Common Stock ⁽¹⁾	08/17/2015	S	2,663	D	\$ 692.5493 ⁽¹⁹⁾	76,863	D
Class A Common Stock ⁽¹⁾	08/17/2015	S	1,774	D	\$ 693.5972 ⁽²⁰⁾	75,089	D
Class A Common Stock ⁽¹⁾	08/17/2015	S	89	D	\$ 694.4446 ⁽²¹⁾	75,000	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 (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 Der Secu (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	08/17/2015		C	16,666	<u>(22)</u>	<u>(23)</u>	Class A Common Stock	16,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Page Lawrence C/O GOOGLE INC.	X	X	Chief Executive Officer	

1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

Signatures

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

08/17/2015

Page

__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 \$651.72 to \$652.71, 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 (21) to this Form 4.

(3) These shares were sold in multiple transactions at prices ranging from \$652.91 to \$653.90, inclusive.

(4) These shares were sold in multiple transactions at prices ranging from \$654.35 to \$655.34, inclusive.

(5) These shares were sold in multiple transactions at prices ranging from \$655.35 to \$656.34, inclusive.

(6) These shares were sold in multiple transactions at prices ranging from \$656.35 to \$657.34, inclusive.

(7) These shares were sold in multiple transactions at prices ranging from \$657.60 to \$658.59, inclusive.

(8) These shares were sold in multiple transactions at prices ranging from \$658.62 to \$659.61, inclusive.

(9) These shares were sold in multiple transactions at prices ranging from \$659.65 to \$660.64, inclusive.

(10) These shares were sold in multiple transactions at prices ranging from \$660.68 to \$661.67, inclusive.

(11) These shares were sold in multiple transactions at prices ranging from \$683.67 to \$684.66, inclusive.

(12) These shares were sold in multiple transactions at prices ranging from \$684.73 to \$685.72, inclusive.

(13) These shares were sold in multiple transactions at prices ranging from \$685.92 to \$686.91, inclusive.

(14) These shares were sold in multiple transactions at prices ranging from \$687.04 to \$688.03, inclusive.

(15) These shares were sold in multiple transactions at prices ranging from \$688.04 to \$689.03, inclusive.

(16) These shares were sold in multiple transactions at prices ranging from \$689.05 to \$690.04, inclusive.

(17) These shares were sold in multiple transactions at prices ranging from \$690.09 to \$691.08, inclusive.

(18) These shares were sold in multiple transactions at prices ranging from \$691.13 to \$692.12, inclusive.

(19) These shares were sold in multiple transactions at prices ranging from \$692.16 to \$693.15, inclusive.

(20) These shares were sold in multiple transactions at prices ranging from \$693.16 to \$694.15, inclusive.

(21) These shares were sold in multiple transactions at prices ranging from \$694.38 to \$695.37, inclusive.

(22) All shares are exercisable as of the transaction date.

(23) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person.

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