Google Inc.
Form 4
January 29, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E
(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)
01/27/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	01/27/2014		S		24	D	$ 1,113.4629 (2)	134	I	By Limited Partnership I
Class A Common Stock (1)	01/27/2014		S		10	D	$ 1,114.5565 (3)	124	I	By Limited Partnership I
Class A Common Stock (1)	01/27/2014		S		10	D	$ 1,115.305 (4)	114	I	By Limited Partnership I
Class A Common	01/27/2014		S		5	D	$ 1,116.51 (5)	109	I	By Limited Partnership I

Stock [1]								
Class A Common Stock [1]	01/27/2014	S	10	D	$ 1,117.5 [6]	99	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	12	D	$ 1,118.6286 [7]	87	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	5	D	$ 1,119.6533 [8]	82	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	10	D	$ 1,121.355 [9]	72	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	2	D	$ 1,122.36 [10]	70	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	10	D	$ 1,123.515 [11]	60	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	7	D	$ 1,124.535 [12]	53	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	51	D	$ 1,125.6606 [13]	2	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	2	D	$ 1,126.42 [14]	0	I	By Limited Partnership I
Class A Common Stock [1]	01/27/2014	S	48	D	$ 1,100.6228	1,927	I	By Limited Partnership II
Class A Common Stock [1]	01/27/2014	S	90	D	$ 1,101.5135	1,837	I	By Limited Partnership II
Class A Common Stock [1]	01/27/2014	S	71	D	$ 1,102.5934	1,766	I	By Limited Partnership II
Class A Common Stock [1]	01/27/2014	S	118	D	$ 1,103.4034	1,648	I	By Limited Partnership II
Class A Common Stock [1]	01/27/2014	S	72	D	$ 1,104.325	1,576	I	By Limited Partnership II

Class A Common Stock (1)	01/27/2014		S	138	D	$ 1,105.556	1,438	I	By Limited Partnership II
Class A Common Stock (1)	01/27/2014		S	132	D	$ 1,106.488	1,306	I	By Limited Partnership II
Class A Common Stock (1)	01/27/2014		S	90	D	$ 1,107.667	1,216	I	By Limited Partnership II
Class A Common Stock (1)	01/27/2014		S	95	D	$ 1,108.3981	1,121	I	By Limited Partnership II
Class A Common Stock (1)	01/27/2014		S	168	D	$ 1,109.5396	953	I	By Limited Partnership II
Class A Common Stock (1)	01/27/2014		S	132	D	$ 1,110.6342	821	I	By Limited Partnership II
Class A Common Stock (1)	01/27/2014		S	203	D	$ 1,111.5286	618	I	By Limited Partnership II
Class A Common Stock							20,390	I	By Schmidt Ocean Institute
Class A Common Stock							202,080	I	By Schmidt Science and Philanthropic Foundation

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr

			4, and 5)					
				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X		Executive Chairman of Board	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt	01/29/2014
**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 $1,113.01 to $1,114.00, 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 (14) 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 $1,114.01 to $1,115.00, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,115.01 to $1,116.00, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,116.01 to $1,117.00, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,117.01 to $1,118.00, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,118.01 to $1,119.00, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,119.01 to $1,120.00, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,121.01 to $1,122.00, inclusive.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,122.01 to $1,123.00, inclusive.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,123.01 to $1,124.00, inclusive.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,124.01 to $1,125.00, inclusive.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,125.01 to $1,126.00, inclusive.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $1,126.01 to $1,126.42, inclusive.

Remarks:

All trades reported on this Form 4 were made in multiple transactions within $1.00 of the weighted average prices stated in Co

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