Google Inc. Form 4 February 05, 2014

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

subject to Section 16. Form 4 or Form 5

SECURITIES

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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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Brin Sergey**

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

C/O GOOGLE INC., 1600

(First)

AMPHITHEATRE PARKWAY

4. If Amendment, Date Original

_X__ 10% Owner _X__ Director _ Other (specify X_ Officer (give title

(Check all applicable)

below) Co-Founder

(Street)

Filed(Month/Day/Year)

Google Inc. [GOOG]

(Month/Day/Year)

02/04/2014

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secu	ırities 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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
C1 A			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock (1)	02/04/2014		С	83,334	A	\$ 0	158,334	D	
Class A Common Stock (1)	02/04/2014		S	1,300	D	\$ 1,137.1715 (2)	157,034	D	
Class A Common Stock (1)	02/04/2014		S	3,572	D	\$ 1,138.5191 (3)	153,462	D	
Class A Common	02/04/2014		S	5,004	D	\$ 1,139.3806	148,458	D	

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Stock (1)					<u>(4)</u>		
Class A Common Stock (1)	02/04/2014	S	13,823	D	\$ 1,140.4554 (5)	134,635	D
Class A Common Stock (1)	02/04/2014	S	5,222	D	\$ 1,141.3314 <u>(6)</u>	129,413	D
Class A Common Stock (1)	02/04/2014	S	3,350	D	\$ 1,142.494 (7)	126,063	D
Class A Common Stock (1)	02/04/2014	S	3,585	D	\$ 1,143.45 (8)	122,478	D
Class A Common Stock (1)	02/04/2014	S	7,268	D	\$ 1,144.5255 (9)	115,210	D
Class A Common Stock (1)	02/04/2014	S	4,426	D	\$ 1,145.3994 (10)	110,784	D
Class A Common Stock (1)	02/04/2014	S	4,632	D	\$ 1,146.488 (11)	106,152	D
Class A Common Stock (1)	02/04/2014	S	7,393	D	\$ 1,147.3683 (12)	98,759	D
Class A Common Stock (1)	02/04/2014	S	4,415	D	\$ 1,148.4894 (13)	94,344	D
Class A Common Stock (1)	02/04/2014	S	9,343	D	\$ 1,149.3705 (14)	85,001	D
Class A Common Stock (1)	02/04/2014	S	5,500	D	\$ 1,150.3294 (15)	79,501	D
Class A Common Stock (1)	02/04/2014	S	1,212	D	\$ 1,151.5936 (16)	78,289	D
Class A Common Stock (1)	02/04/2014	S	1,356	D	\$ 1,152.4393 (17)	76,933	D
Class A Common Stock (1)	02/04/2014	S	133	D	\$ 1,153.7537 (18)	76,800	D

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Class A \$ \$ Common 02/04/2014 \$ S 1,800 D 1,154.0144 75,000 Stock (1) (19)

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0	02/04/2014		C	83,334	(20)	(21)	Class A Common Stock	83,334	

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
Brin Sergey C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Co-Founder				

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Sergey Brin 02/05/2014

**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.

Reporting Owners 3

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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$1,137.11 to \$1,137.91, 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 (19) to this Form 4.
- (3) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,138.17 to \$1,138.85.
- (4) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,139.00 to \$1,139.99.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,140.02 to \$1,140.99.
- (6) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,141.00 to \$1,141.95.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,142.00 to \$1,142.99.
- (8) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,143.00 to \$1,143.97.
- (9) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,144.03 to \$1,144.99.
- (10) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,145.00 to \$1,145.89.
- (11) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,146.01 to \$1,146.96.
- (12) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,147.00 to \$1,147.99.
- (13) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,148.02 to \$1.148.99.
- (14) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,149.00 to \$1,149.96.
- (15) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,150.07 to \$1,150.78.
- (16) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,151.25 to \$1,151.87.
- (17) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,152.00 to \$1,152.94.
- (18) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,153.00 to \$1,153.88.
- (19) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,154.00 to \$1,154.26.
- (20) All shares are exercisable as of the transaction date.
- (21) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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

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.