

Google Inc.
Form 5
February 13, 2015

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
Greene Diane B

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

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 Reporting

(check applicable line)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	(D)	Price			
Class A Common Stock ⁽¹⁾	1/1/15	1/1/15	1	1,527	D				
Class A Common Stock	1/1/15	1/1/15	1	11	I				By Trust
Class A Common Stock	1/1/15	1/1/15	1	123	I				By Trust

Edgar Filing: Google Inc. - Form 5

Class A Common Stock	Â	Â	Â	Â	Â	Â	11	I	By Trust.
Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	11	I	By Trust
Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	123	I	By Trust
Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	11	I	By Trust
Class C Capital Stock <u>(3)</u>	Â	Â	Â	Â	Â	Â	1,620	D	Â
Class C Google Stock Unit <u>(4)</u> <u>(5)</u> <u>(6)</u>	Â	Â	Â	Â	Â	Â	498	D	Â
Class C Google Stock Unit <u>(7)</u>	Â	Â	Â	Â	Â	Â	550	D	Â
Class C Google Stock Unit <u>(6)</u> <u>(8)</u>	Â	Â	Â	Â	Â	Â	249	D	Â
Class C Google Stock Unit <u>(5)</u> <u>(6)</u>	Â	Â	Â	Â	Â	Â	100	D	Â
Class A Google Stock Unit <u>(5)</u>	Â	Â	Â	Â	Â	Â	498	D	Â
Class A Google Stock Unit <u>(8)</u>	Â	Â	Â	Â	Â	Â	249	D	Â
Class A Google Stock Unit <u>(9)</u>	Â	Â	Â	Â	Â	Â	100	D	Â

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 2270
(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. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Greene Diane B C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	Â X Â Â Â

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Diane B. Greene 02/13/2015

__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) Includes 594 shares of Class A Common Stock resulting from the vesting of Class A Google Stock Units (GSUs) in 2014, the grant of which was previously reported on Form 4s.

- (2) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.

- (3) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding. Includes 539 shares of Class C Capital Stock resulting from the vesting of Class C Google Stock Units (GSUs) in 2014, the grant of which was previously reported on Form 4s.

Edgar Filing: Google Inc. - Form 5

- (4) GSUs will vest at the rate of 25% on the 25th day of the month in which the grant's first anniversary occurs, and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates. Grant date is February 1, 2012.

- (5) GSUs will vest at the rate of 25% on the 25th day of the month in which the grant's first anniversary occurs, and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates. Vesting start date is February 1, 2012.

- (6) On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling the Reporting Person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

- (7) 1/48th of the grant will vest on June 25, 2014 and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

- (8) 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.

- (9) 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 on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.