

Google Inc.
Form 4
July 11, 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 *
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(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)
07/09/2013

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)

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock ⁽¹⁾	07/09/2013		C		20,833	A	\$ 0
Class A Common Stock ⁽¹⁾	07/09/2013		S		2,014	D	\$ 899.0264
Class A Common Stock ⁽¹⁾	07/09/2013		S		705	D	\$ 900.3349
Class A Common	07/09/2013		S		300	D	\$ 27,814
							900.9633

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Stock ⁽¹⁾					⁽⁴⁾		
Class A Common Stock ⁽¹⁾	07/09/2013	S	761	D	\$ 902.303 ⁽⁵⁾	27,053	D
Class A Common Stock ⁽¹⁾	07/09/2013	S	846	D	\$ 903.4704 ⁽⁶⁾	26,207	D
Class A Common Stock ⁽¹⁾	07/09/2013	S	4,936	D	\$ 904.7375 ⁽⁷⁾	21,271	D
Class A Common Stock ⁽¹⁾	07/09/2013	S	4,888	D	\$ 905.5976 ⁽⁸⁾	16,383	D
Class A Common Stock ⁽¹⁾	07/09/2013	S	4,413	D	\$ 906.7367 ⁽⁹⁾	11,970	D
Class A Common Stock ⁽¹⁾	07/09/2013	S	1,170	D	\$ 907.5491 ⁽¹⁰⁾	10,800	D
Class A Common Stock ⁽¹⁾	07/09/2013	S	300	D	\$ 908.78 ⁽¹¹⁾	10,500	D
Class A Common Stock ⁽¹⁾	07/09/2013	S	500	D	\$ 911.014 ⁽¹²⁾	10,000	D
Class A Common Stock ⁽¹⁾	07/10/2013	C	20,833	A	\$ 0	30,833	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	800	D	\$ 901.2575 ⁽¹³⁾	30,033	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	1,722	D	\$ 902.1738 ⁽¹⁴⁾	28,311	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	4,254	D	\$ 903.2114 ⁽¹⁵⁾	24,057	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	3,611	D	\$ 904.1272 ⁽¹⁶⁾	20,446	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	3,188	D	\$ 905.4514 ⁽¹⁷⁾	17,258	D

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Class A Common Stock ⁽¹⁾	07/10/2013	S	3,177	D	\$ 906.392 <u>(18)</u>	14,081	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	2,481	D	\$ 907.3102 <u>(19)</u>	11,600	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	900	D	\$ 908.3547 <u>(20)</u>	10,700	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	600	D	\$ 909.6084 <u>(21)</u>	10,100	D
Class A Common Stock ⁽¹⁾	07/10/2013	S	100	D	\$ 910.58	10,000	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... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	07/09/2013		C	20,833	<u>(22)</u>	<u>(23)</u>	Class A Common Stock	20,833
Class B Common Stock	\$ 0	07/10/2013		C	20,833	<u>(22)</u>	<u>(23)</u>	Class A Common Stock	20,833

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Page Lawrence
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043
X X Chief Executive Officer

Signatures

/s/ Valentina Margulis as attorney-in-fact for Lawrence
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**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 \$898.50 to \$899.49, inclusive.
(3) These shares were sold in multiple transactions at prices ranging from \$899.79 to \$900.66, inclusive.
(4) These shares were sold in multiple transactions at prices ranging from \$900.81 to \$901.18, inclusive.
(5) These shares were sold in multiple transactions at prices ranging from \$902.04 to \$902.60, inclusive.
(6) These shares were sold in multiple transactions at prices ranging from \$903.05 to \$903.95, inclusive.
(7) These shares were sold in multiple transactions at prices ranging from \$904.19 to \$905.17, inclusive.
(8) These shares were sold in multiple transactions at prices ranging from \$905.20 to \$906.19, inclusive.
(9) These shares were sold in multiple transactions at prices ranging from \$906.25 to \$907.21, inclusive.
(10) These shares were sold in multiple transactions at prices ranging from \$907.25 to \$908.05, inclusive.
(11) These shares were sold in multiple transactions at prices ranging from \$908.33 to \$909.06, inclusive.
(12) These shares were sold in multiple transactions at prices ranging from \$910.88 to \$911.05, inclusive.
(13) These shares were sold in multiple transactions at prices ranging from \$900.60 to \$901.55, inclusive.
(14) These shares were sold in multiple transactions at prices ranging from \$901.65 to \$902.63, inclusive.
(15) These shares were sold in multiple transactions at prices ranging from \$902.65 to \$903.64, inclusive.
(16) These shares were sold in multiple transactions at prices ranging from \$903.65 to \$904.61, inclusive.
(17) These shares were sold in multiple transactions at prices ranging from \$904.90 to \$905.85, inclusive.
(18) These shares were sold in multiple transactions at prices ranging from \$905.90 to \$906.87, inclusive.
(19) These shares were sold in multiple transactions at prices ranging from \$906.91 to \$907.83, inclusive.
(20) These shares were sold in multiple transactions at prices ranging from \$907.95 to \$908.80, inclusive.
(21) These shares were sold in multiple transactions at prices ranging from \$909.18 to \$910.04, 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:

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All of the sales reported in this Form 4 were effected pursuant to a Rule 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.

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