

Google Inc.
Form 4
December 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
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)
12/28/2012

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)
Executive Chairman of Board

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 (D) or Price (A) | | |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | | C | | 4,875 A \$ 0 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | | S | | 390 D \$ 700.7079 ⁽²⁾ | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | | S | | 933 D \$ 701.5707 ⁽³⁾ | I | By Limited Partnership II |
| Class A Common | 12/28/2012 | | S | | 850 D \$ 702.5978 | I | By Limited Partnership |

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| | | | | | | | | |
|---|------------|---|-------|---|----------------------------------|---------|---|---------------------------------|
| Stock ⁽¹⁾ | | | | | ⁽⁴⁾ | | | II |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 1,053 | D | \$ ⁽⁵⁾ 703.4562 | 1,649 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 712 | D | \$ ⁽⁶⁾ 704.6084 | 937 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 898 | D | \$ ⁽⁷⁾ 705.3147 | 39 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 39 | D | \$ ⁽⁸⁾ 706.21 | 0 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | C | 625 | A | \$ 0 | 625 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 50 | D | \$ ⁽²⁾ 700.7079 | 575 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 120 | D | \$ ⁽³⁾ 701.5707 | 455 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 109 | D | \$ ⁽⁴⁾ 702.5978 | 346 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 135 | D | \$ ⁽⁵⁾ 703.4562 | 211 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 91 | D | \$ ⁽⁶⁾ 704.6084 | 120 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 115 | D | \$ ⁽⁷⁾ 705.3147 | 5 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | 12/28/2012 | S | 5 | D | \$ ⁽⁸⁾ 706.21 | 0 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | | | | | | 21,379 | D | |
| Class A Common Stock ⁽¹⁾ | | | | | | 170,587 | I | By Family Foundation |

Google
Stock
Unit ⁽⁹⁾ 51,143 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Class B Common Stock | \$ 0 | 12/28/2012 | | C | 4,875 | <u>(10)</u> <u>(11)</u> | Class A Common Stock 4,875 |
| Class B Common Stock | \$ 0 | 12/28/2012 | | C | 625 | <u>(10)</u> <u>(11)</u> | Class A Common Stock 625 |
| Class B Common Stock | \$ 0 | | | | | <u>(10)</u> <u>(11)</u> | Class A Common Stock 1,194,309 |
| Class B Common Stock | \$ 0 | | | | | <u>(10)</u> <u>(11)</u> | Class A Common Stock 4,641,973 |
| Option To Purchase Class A Common Stock | \$ 612 | | | | | <u>(12)</u> 02/02/2021 | Class A Common Stock 181,840 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

