

Google Inc.
Form 4
July 13, 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 *
OTELLINI PAUL S

(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)
07/11/2012

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Google Stock Unit (1) (2)	02/27/2012		J	V 14 D \$ 0 563		D	
Class A Common Stock	02/27/2012		J	V 14 A \$ 0 14		D	
Google Stock Unit (3) (4)	03/02/2012		J	V 45 D \$ 0 409		D	
Class A Common	03/02/2012		J	V 45 A \$ 0 59		D	

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Stock

Google Stock Unit <u>(1)</u> <u>(2)</u>	03/26/2012	J	V	14	D	\$ 0	549	D	
Class A Common Stock	03/26/2012	J	V	14	A	\$ 0	14	D	
Google Stock Unit <u>(1)</u> <u>(2)</u>	04/25/2012	J	V	13	D	\$ 0	536	D	
Class A Common Stock	04/25/2012	J	V	13	A	\$ 0	13	D	
Class A Common Stock	05/07/2012	J	V	69	A	\$ 0	69	D	
Google Stock Unit <u>(4)</u> <u>(5)</u>	05/07/2012	J	V	69	D	\$ 0	345	D	
Google Stock Unit <u>(1)</u> <u>(2)</u>	05/25/2012	J	V	14	D	\$ 0	522	D	
Class A Common Stock	05/25/2012	J	V	14	A	\$ 0	14	D	
Google Stock Unit <u>(3)</u> <u>(4)</u>	06/04/2012	J	V	46	D	\$ 0	363	D	
Class A Common Stock	06/04/2012	J	V	46	A	\$ 0	60	D	
Class A Common Stock	06/08/2012	G	V	14	A	\$ 0	5,225	I	By Trust
Class A Common Stock	06/08/2012	G	V	14	D	\$ 0	46	D	
Class A Common Stock	06/18/2012	G	V	46	A	\$ 0	5,271	I	By Trust
Class A Common Stock	06/18/2012	G	V	46	D	\$ 0	0	D	

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Google Stock Unit <u>(1) (2)</u>	06/25/2012	J	V	14	D	\$ 0	508	D	
Class A Common Stock	06/25/2012	J	V	14	A	\$ 0	14	D	
Class A Common Stock	07/09/2012	G	V	14	A	\$ 0	5,285	I	By Trust
Class A Common Stock	07/09/2012	G	V	14	D	\$ 0	0	D	
Google Stock Unit <u>(6)</u>	07/11/2012	A		602	A	\$ 0	602	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OPELLINI PAUL S C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY	X			

MOUNTAIN VIEW, CA 94043

Signatures

/s/ Valentina Margulis, attorney-in-fact for Paul S.
Otellini

07/13/2012

__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) The GSUs vest as follows: 1/48th vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.

(2) The Google Stock Units ("GSUs") entitle 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. The GSUs vest as follows: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date (July 6, 2011) and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates.

(3) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.

(4) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.

(5) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is August 5, 2009.

(6) The Google Stock Units ("GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSUs vest. 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 monthly 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 is insufficient, *see* Instruction 6 for procedure.

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