

Tilghman Shirley M
Form 4
August 02, 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 *
Tilghman Shirley M

(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)
08/02/2012

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 or Disposed of (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 Beneficial (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock ⁽¹⁾	01/25/2012		J ⁽²⁾	V 14 A	\$ 0	4,484	D
Google Stock Unit ⁽³⁾	01/25/2012		J ⁽²⁾	V 14 D	\$ 0	577	D
Google Stock Unit ⁽⁴⁾	02/03/2012		J ⁽²⁾	V 51 D	\$ 0	559	D
Class A Common	02/03/2012		J ⁽²⁾	V 51 A	\$ 0	4,535	D

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Stock <u>(1)</u>								
Class A Common Stock <u>(1)</u>	02/27/2012	<u>J(2)</u>	V 14	A	\$ 0	4,549	D	
Google Stock Unit <u>(3)</u>	02/27/2012	<u>J(2)</u>	V 14	D	\$ 0	563	D	
Class A Common Stock <u>(1)</u>	03/26/2012	<u>J(2)</u>	V 14	A	\$ 0	4,563	D	
Google Stock Unit <u>(3)</u>	03/26/2012	<u>J(2)</u>	V 14	D	\$ 0	549	D	
Class A Common Stock <u>(1)</u>	04/25/2012	<u>J(2)</u>	V 13	A	\$ 0	4,576	D	
Google Stock Unit <u>(3)</u>	04/25/2012	<u>J(2)</u>	V 13	D	\$ 0	536	D	
Google Stock Unit <u>(4)</u>	05/03/2012	<u>J(2)</u>	V 50	D	\$ 0	509	D	
Class A Common Stock <u>(1)</u>	05/03/2012	<u>J(2)</u>	V 50	A	\$ 0	4,626	D	
Class A Common Stock <u>(1)</u>	05/25/2012	<u>J(2)</u>	V 14	A	\$ 0	4,640	D	
Google Stock Unit <u>(3)</u>	05/25/2012	<u>J(2)</u>	V 14	D	\$ 0	522	D	
Class A Common Stock <u>(1)</u>	06/25/2012	<u>J(2)</u>	V 14	A	\$ 0	4,654	D	
Google Stock Unit <u>(3)</u>	06/25/2012	<u>J(2)</u>	V 14	D	\$ 0	508	D	
Class A Common Stock <u>(1)</u>	07/25/2012	<u>J(2)</u>	V 13	A	\$ 0	4,667	D	
Google Stock Unit <u>(3)</u>	07/25/2012	<u>J(2)</u>	V 13	D	\$ 0	495	D	

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Class A Common Stock <u>(1)</u>	07/25/2012		J ⁽²⁾	V	12	A	\$ 0	4,679	D
Google Stock Unit <u>(5)</u>	07/25/2012		J ⁽²⁾	V	12	D	\$ 0	590	D
Class A Common Stock <u>(1)</u>	08/02/2012		M		2,500	A	\$ 0	7,179	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		800	D	\$ 628.05	6,379	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		400	D	\$ 628.04	5,979	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		600	D	\$ 628	5,379	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		100	D	\$ 627.8	5,279	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		200	D	\$ 627.79	5,079	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		300	D	\$ 627.77	4,779	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		100	D	\$ 627.73	4,679	D
Class A Common Stock								136	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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3) Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 318.68	08/02/2012	M		2,500		(6)	10/03/2015	Class A Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tilghman Shirley M C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X			

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Shirley M. Tilghman 08/02/2012

__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) Includes Class A Common Stock resulting from vested Google Stock Units ("GSUs") grant of which was previously reported on Form 4s.
- (2) Vesting of Google Stock Unit awards that were previously reported in Form 4s.
- (3) 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (4) The GSUs vest as follows: (i) 1/4th of GSUs vests 12 months after vesting start date and (ii) 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is November 3, 2010.
- (5) 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.
- (6) Option is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and is fully vested.

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