

Drummond David C
 Form 4
 December 07, 2012

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 *
 Drummond David C

(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)
 12/06/2012

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)
 SVP, Corporate Development

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| Google Stock Unit (1) | 12/06/2012 | | C(2) | 162 D | \$ 0 | 11,127 | D |
| Class A Common Stock (3) | 12/06/2012 | | C(2) | 162 A | \$ 0 | 3,346 | D |
| Google Stock Unit (1) | 12/06/2012 | | F | 143 (4) D | \$ 687.82 | 10,984 | D |
| Google Stock Unit | | | | | | 0 | D |

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| | | | | |
|------------|-------------------------------------------|--------|---|-----------|
| <u>(5)</u> | Google Stock Unit | 2,500 | D | |
| <u>(5)</u> | Google Stock Unit | 1,067 | D | |
| <u>(6)</u> | Google Stock Unit | 4,323 | D | |
| <u>(7)</u> | Google Stock Unit | 22,478 | D | |
| <u>(8)</u> | Class A Common Stock ⁽³⁾ | 2,090 | I | By Spouse |
| | Class A Common Stock | 757 | D | |

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 1474
(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 or Number of Shares (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 | | | | | <u>(9)</u> | <u>(10)</u> | Class A Common Stock | 22,332 |
| | \$ 635.15 | | | | | 04/25/2016 | 04/04/2022 | | 44,955 |

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| | | | | | |
|-----------------------------------------|-----------|-------------|------------|----------------------|--------|
| Option To Purchase Class A Common Stock | | | | Class A Common Stock | |
| Option To Purchase Class A Common Stock | \$ 635.15 | 04/25/2015 | 04/04/2022 | Class A Common Stock | 8,646 |
| Option To Purchase Class A Common Stock | \$ 564.35 | <u>(11)</u> | 12/01/2020 | Class A Common Stock | 9,998 |
| Option To Purchase Class A Common Stock | \$ 574.18 | <u>(12)</u> | 04/06/2021 | Class A Common Stock | 29,288 |
| Option To Purchase Class A Common Stock | \$ 308.57 | <u>(13)</u> | 03/01/2017 | Class A Common Stock | 30,000 |
| Option To Purchase Class A Common Stock | \$ 318.92 | <u>(11)</u> | 03/04/2019 | Class A Common Stock | 34,138 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Drummond David C C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP, Corporate Development | |

Signatures

/s/ Valentina Margulis, attorney-in-fact for David C.
Drummond

12/07/2012

__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 Google Stock Units (GSUs) vest as follows: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (2) Vesting of Google Stock Units (GSUs) grant of which was previously reported in Form 4.
- (3) 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.
- (4) Shares withheld to satisfy tax obligations upon vesting of GSUs.

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 GSU vests. The GSUs vest as follows: 1/4th of the GSUs vested on 12/1/2011 and 1/16th of GSUs vest each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (6) The GSUs vest as follows: 25% of GSUs shall vest 12 months after vesting commencement date (3/4/09) and 1/16th of shares shall vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.
- (7) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (8) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (9) All shares are exercisable as of the transaction date.
- (10) There is no expiration date for Google Inc.'s Class B Common Stock.
- (11) The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (12) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (13) The option is fully vested.

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