

Google Inc.  
Form 4  
December 28, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock <sup>(1)</sup>	12/28/2012		C		18,750 A \$ 0	18,750	I By Trust
Class A Common Stock <sup>(1)</sup>	12/28/2012		S		1,500 D \$ 700.7079	17,250	I By Trust
Class A Common Stock <sup>(1)</sup>	12/28/2012		S		3,590 D \$ 701.5707	13,660	I By Trust
Class A Common	12/28/2012		S		3,270 D \$ 702.5978	10,390	I By Trust

Edgar Filing: Google Inc. - Form 4

Stock <sup>(1)</sup>					<sup>(4)</sup>				
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	4,050	D	\$ 703.4562 <sup>(5)</sup>	6,340	I	By Trust	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	2,738	D	\$ 704.6084 <sup>(6)</sup>	3,602	I	By Trust	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	3,452	D	\$ 705.3147 <sup>(7)</sup>	150	I	By Trust	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	150	D	\$ 706.21 <sup>(8)</sup>	0	I	By Trust	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	60	D	\$ 700.7079 <sup>(2)</sup>	174,470	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	144	D	\$ 701.5707 <sup>(3)</sup>	174,326	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	131	D	\$ 702.5978 <sup>(4)</sup>	174,195	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	161	D	\$ 703.4562 <sup>(5)</sup>	174,034	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	110	D	\$ 704.6084 <sup>(6)</sup>	173,924	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	138	D	\$ 705.3147 <sup>(7)</sup>	173,786	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	6	D	\$ 706.21 <sup>(8)</sup>	173,780	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	193	D	\$ 700.5	173,587	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	1,000	D	\$ 701.557 <sup>(3)</sup>	172,587	I	By Family Foundation	
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	900	D	\$ 703.38 <sup>(5)</sup>	171,687	I	By Family Foundation	

Edgar Filing: Google Inc. - Form 4

Class A Common Stock <sup>(1)</sup>	12/28/2012	S	500	D	\$ 704.6114 <sup>(6)</sup>	171,187	I	By Family Foundation
Class A Common Stock <sup>(1)</sup>	12/28/2012	S	600	D	\$ 705.3733 <sup>(7)</sup>	170,587	I	By Family Foundation
Class A Common Stock <sup>(1)</sup>						21,379	D	
Google Stock Unit <sup>(9)</sup>						51,143	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	12/28/2012		C	18,750	<sup>(10)</sup>	<sup>(11)</sup>	Class A Common Stock	18,750
Class B Common Stock	\$ 0					<sup>(10)</sup>	<sup>(11)</sup>	Class A Common Stock	1,194,300
Class B Common Stock	\$ 0					<sup>(10)</sup>	<sup>(11)</sup>	Class A Common Stock	234,492
Class B Common Stock	\$ 0					<sup>(10)</sup>	<sup>(11)</sup>	Class A Common Stock	1,233,980
Option To Purchase	\$ 612					<sup>(12)</sup>	02/02/2021	Class A Common Stock	181,840



Edgar Filing: Google Inc. - Form 4

vesting dates.

**Remarks:**

This Form 4 is one of two Form 4s filed on December 28, 2012 for transactions effected by the Reporting Person on December

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.