

Google Inc.
Form 4
March 26, 2013

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)
03/26/2013

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 (A) or (D) Price			
Class A Common Stock ⁽¹⁾	03/26/2013		C	3,420 A \$ 0	3,420	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	03/26/2013		S	7 D \$ 808	3,413	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	03/26/2013		S	152 D \$ 808.6287 ⁽²⁾	3,261	I	By Limited Partnership I
Class A Common	03/26/2013		S	457 D \$ 809.4734	2,804	I	By Limited Partnership

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Stock <u>(1)</u>					<u>(3)</u>				I
Class A Common Stock <u>(1)</u>	03/26/2013	S	1,112	D	\$ <u>(4)</u> 810.5361	1,692	I		By Limited Partnership I
Class A Common Stock <u>(1)</u>	03/26/2013	S	904	D	\$ <u>(5)</u> 811.6151	788	I		By Limited Partnership I
Class A Common Stock <u>(1)</u>	03/26/2013	S	712	D	\$ <u>(6)</u> 812.4328	76	I		By Limited Partnership I
Class A Common Stock <u>(1)</u>	03/26/2013	S	76	D	\$ <u>(7)</u> 813.2252	0	I		By Limited Partnership I
Class A Common Stock <u>(1)</u>	03/26/2013	S	3	D	\$ 808	154,692	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	55	D	\$ <u>(2)</u> 808.6287	154,637	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	167	D	\$ <u>(3)</u> 809.4734	154,470	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	407	D	\$ <u>(4)</u> 810.5361	154,063	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	330	D	\$ <u>(5)</u> 811.6151	153,733	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	260	D	\$ <u>(6)</u> 812.4328	153,473	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	28	D	\$ <u>(7)</u> 813.2252	153,445	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	2,639	D	\$ <u>(4)</u> 810.9018	150,806	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	10,810	D	\$ <u>(5)</u> 811.3062	139,996	I		By Family Foundation
Class A Common Stock <u>(1)</u>	03/26/2013	S	500	D	\$ <u>(6)</u> 812.25	139,496	I		By Family Foundation

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Class A Common Stock ⁽¹⁾	24,285	D
Google Stock Unit ⁽⁸⁾	45,460	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	03/26/2013		C	3,420	⁽⁹⁾ ⁽¹⁰⁾	Class A Common Stock 3,420
Class B Common Stock	\$ 0					⁽⁹⁾ ⁽¹⁰⁾	Class A Common Stock 1,194,309
Class B Common Stock	\$ 0					⁽⁹⁾ ⁽¹⁰⁾	Class A Common Stock 1,074,844
Class B Common Stock	\$ 0					⁽⁹⁾ ⁽¹⁰⁾	Class A Common Stock 4,124,623
Option To Purchase Class A Common Stock	\$ 612					⁽¹¹⁾ 02/02/2021	Class A Common Stock 181,840

