

Google Inc.
Form 4
February 05, 2014

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 *
Brin Sergey

(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)
02/04/2014

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)
Co-Founder

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Class A Common Stock ⁽¹⁾	02/04/2014		C		83,334 A \$ 0	158,334	D
Class A Common Stock ⁽¹⁾	02/04/2014		S		1,300 D \$ 1,137.1715	157,034	D
Class A Common Stock ⁽¹⁾	02/04/2014		S		3,572 D \$ 1,138.5191	153,462	D
Class A Common	02/04/2014		S		5,004 D \$ 1,139.3806	148,458	D

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Stock <u>(1)</u>					<u>(4)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	13,823	D	1,140.4554	134,635	D
					<u>(5)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	5,222	D	1,141.3314	129,413	D
					<u>(6)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	3,350	D	1,142.494	126,063	D
					<u>(7)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	3,585	D	1,143.45	122,478	D
					<u>(8)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	7,268	D	1,144.5255	115,210	D
					<u>(9)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	4,426	D	1,145.3994	110,784	D
					<u>(10)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	4,632	D	1,146.488	106,152	D
					<u>(11)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	7,393	D	1,147.3683	98,759	D
					<u>(12)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	4,415	D	1,148.4894	94,344	D
					<u>(13)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	9,343	D	1,149.3705	85,001	D
					<u>(14)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	5,500	D	1,150.3294	79,501	D
					<u>(15)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	1,212	D	1,151.5936	78,289	D
					<u>(16)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	1,356	D	1,152.4393	76,933	D
					<u>(17)</u>		
Class A					\$		
Common Stock <u>(1)</u>	02/04/2014	S	133	D	1,153.7537	76,800	D
					<u>(18)</u>		

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- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$1,137.11 to \$1,137.91, inclusive. The reporting person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (19) to this Form 4.
- (3) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,138.17 to \$1,138.85.
- (4) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,139.00 to \$1,139.99.
- (5) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,140.02 to \$1,140.99.
- (6) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,141.00 to \$1,141.95.
- (7) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,142.00 to \$1,142.99.
- (8) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,143.00 to \$1,143.97.
- (9) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,144.03 to \$1,144.99.
- (10) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,145.00 to \$1,145.89.
- (11) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,146.01 to \$1,146.96.
- (12) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,147.00 to \$1,147.99.
- (13) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,148.02 to \$1,148.99.
- (14) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,149.00 to \$1,149.96.
- (15) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,150.07 to \$1,150.78.
- (16) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,151.25 to \$1,151.87.
- (17) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,152.00 to \$1,152.94.
- (18) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,153.00 to \$1,153.88.
- (19) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,154.00 to \$1,154.26.
- (20) All shares are exercisable as of the transaction date.
- (21) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person.

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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