Google Inc.
Form 4
June 06, 2014

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(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)
06/04/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Google Stock Unit (1)	04/25/2014		J(2)	V	8	D	$ 0	315	D	
Class A Common Stock (3)	04/25/2014		J(2)	V	8	A	$ 0	5,490	D	
Class A Common Stock (3)	04/25/2014		J(2)	V	12	A	$ 0	5,502	D	
Class A	04/25/2014		J(2)	V	12	D	$ 0	327	D	

Google Stock Unit [4]								
Class A Common Stock [3]	04/25/2014	J[2]	V	14	A	$ 0	5,516	D
Class A Google Stock Unit [5]	04/25/2014	J[2]	V	14	D	$ 0	206	D
Class C Google Stock Unit [6]	04/25/2014	J[2][6]	V	8	D	$ 0	315	D
Class C Capital Stock [7]	04/25/2014	J[2][6]	V	8	A	$ 0	5,490	D
Class C Google Stock Unit [6]	04/25/2014	J[2]	V	12	D	$ 0	327	D
Class C Capital Stock [7]	04/25/2014	J[2]	V	12	A	$ 0	5,502	D
Class C Google Stock Unit [6]	04/25/2014	J[2]	V	14	D	$ 0	206	D
Class C Capital Stock [7]	04/25/2014	J[2]	V	14	A	$ 0	5,516	D
Class A Google Stock Unit [8]	05/05/2014	J[2]	V	51	D	$ 0	102	D
Class A Common Stock [3]	05/05/2014	J[2]	V	51	A	$ 0	5,567	D
Class C Capital Stock [7]	05/05/2014	J[2]	V	51	A	$ 0	5,567	D
Class C Google Stock Unit [6]	05/05/2014	J[2]	V	51	D	$ 0	102	D

Class A Common Stock (3)	05/19/2014	G	V	48	D	$ 0	5,519	D
Class A Common Stock (3)	05/20/2014	G	V	190	D	$ 0	5,329	D
Class C Google Stock Unit (6)	05/26/2014	J(2)	V	8	D	$ 0	307	D
Class C Capital Stock (7)	05/26/2014	J(2)	V	8	A	$ 0	5,575	D
Class C Google Stock Unit (6)	05/26/2014	J(2)	V	13	D	$ 0	193	D
Class C Capital Stock (7)	05/26/2014	J(2)	V	13	A	$ 0	5,588	D
Class C Google Stock Unit (6)	05/26/2014	J(2)	V	13	D	$ 0	314	D
Class C Capital Stock (7)	05/26/2014	J(2)	V	13	A	$ 0	5,601	D
Class A Google Stock Unit (1)	05/26/2014	J(2)	V	8	D	$ 0	307	D
Class A Common Stock (3)	05/26/2014	J(2)	V	8	A	$ 0	5,337	D
Class C Google Stock Unit (9)	06/04/2014	A		643	A	$ 0	643	D
Class A Common Stock							36	D
Class C Capital Stock (7)							36	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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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 — 06/06/2014

**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) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

(2) Vesting of GSUs grant of which was previously reported in Form 4.

(3) Includes Class A Common Stock resulting from vested GSUs grants of which were previously reported on Form 4s.

(4) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.

(5) 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.

(6) On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling the Reporting Person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

(7) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.

(8) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of the Google Inc.'s Class A common stock for each share underlying the GSU as the GSU vests. 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.

(9) 1/48th of the grant will vest on June 25, 2014 and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

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.