

GOOGLE INC.

Form 4

September 29, 2015

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Page Lawrence

(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)

09/25/2015

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)

Chief Executive Officer

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)
Class A Common Stock ⁽¹⁾	09/25/2015		C	16,670	A \$ 0	91,670	D
Class A Common Stock ⁽¹⁾	09/25/2015		S	321	D \$ 640.3955	91,349	D
Class A Common Stock ⁽¹⁾	09/25/2015		S	816	D \$ 641.1519	90,533	D
Class A Common	09/25/2015		S	697	D \$ 642.6495	89,836	D

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Stock ⁽¹⁾					⁽⁴⁾		
Class A Common Stock ⁽¹⁾	09/25/2015	S	1,030	D	\$ ⁽⁵⁾ 643.5674	88,806	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	729	D	\$ ⁽⁶⁾ 644.5455	88,077	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	300	D	\$ ⁽⁷⁾ 645.6867	87,777	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	324	D	\$ ⁽⁸⁾ 647.1694	87,453	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	1,320	D	\$ ⁽⁹⁾ 648.8531	86,133	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	770	D	\$ ⁽¹⁰⁾ 649.7423	85,363	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	1,355	D	\$ ⁽¹¹⁾ 651.0853	84,008	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	3,042	D	\$ ⁽¹²⁾ 651.9594	80,966	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	3,725	D	\$ ⁽¹³⁾ 652.8511	77,241	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	1,333	D	\$ ⁽¹⁴⁾ 654.2097	75,908	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	403	D	\$ ⁽¹⁵⁾ 654.9638	75,505	D
Class A Common Stock ⁽¹⁾	09/25/2015	S	505	D	\$ ⁽¹⁶⁾ 656.7152	75,000	D
Class C Capital Stock						21,733,002	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**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	09/25/2015		C	16,670	(17)	(18)	Class A Common Stock	16,670

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Page Lawrence C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Chief Executive Officer	

Signatures

/s/ Valentina Margulis as attorney-in-fact for Lawrence
Page

09/29/2015

__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) 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$641.48 to \$642.47, 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 (16) to this Form 4.
- (3) These shares were sold in multiple transactions at prices ranging from \$640.90 to \$641.89, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$641.48 to \$642.47, 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

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within the ranges set forth in footnotes (2) through (16) to this Form 4.

- (5) These shares were sold in multiple transactions at prices ranging from \$642.96 to \$643.95, inclusive.
- (6) These shares were sold in multiple transactions at prices ranging from \$644.16 to \$645.15, inclusive.
- (7) These shares were sold in multiple transactions at prices ranging from \$645.54 to \$646.53, inclusive.
- (8) These shares were sold in multiple transactions at prices ranging from \$646.99 to \$647.98, inclusive.
- (9) These shares were sold in multiple transactions at prices ranging from \$648.26 to \$649.25, inclusive.
- (10) These shares were sold in multiple transactions at prices ranging from \$649.41 to \$650.40, inclusive.
- (11) These shares were sold in multiple transactions at prices ranging from \$650.47 to \$651.46, inclusive.
- (12) These shares were sold in multiple transactions at prices ranging from \$651.48 to \$652.47, inclusive.
- (13) These shares were sold in multiple transactions at prices ranging from \$651.46 to \$652.45, inclusive.
- (14) These shares were sold in multiple transactions at prices ranging from \$653.52 to \$654.51, inclusive.
- (15) These shares were sold in multiple transactions at prices ranging from \$654.77 to \$655.76, inclusive.
- (16) These shares were sold in multiple transactions at prices ranging from \$656.39 to \$657.38, inclusive.
- (17) All shares are exercisable as of the transaction date.
- (18) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on September 25, 2015 are re

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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