

HENNESSY JOHN L
Form 4
April 22, 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 *
HENNESSY JOHN L

(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)
04/22/2013

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)

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 or Disposed of (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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock ⁽¹⁾ | 02/25/2013 | | J ⁽²⁾ | V 14 A \$ 0 | 1,764 | D | |
| Google Stock Unit ⁽³⁾ | 02/25/2013 | | J ⁽²⁾ | V 14 D \$ 0 | 398 | D | |
| Class A Common Stock ⁽¹⁾ | 02/25/2013 | | J ⁽²⁾ | V 13 A \$ 0 | 1,777 | D | |
| Google Stock Unit | 02/25/2013 | | J ⁽²⁾ | V 13 D \$ 0 | 502 | D | |

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| | | | | | | | | | |
|---------------------------------------|------------|-------------|------|---|--------------|-------|---|----------|--|
| <u>(4)</u> | | | | | | | | | |
| Class A Common Stock <u>(1)</u> | 03/04/2013 | <u>J(2)</u> | V 46 | A | \$ 0 | 1,823 | D | | |
| Google Stock Unit <u>(5)</u> | 03/04/2013 | <u>J(2)</u> | V 46 | D | \$ 0 | 227 | D | | |
| Class A Common Stock <u>(1)</u> | 03/25/2013 | <u>J(2)</u> | V 13 | A | \$ 0 | 1,836 | D | | |
| Google Stock Unit <u>(3)</u> | 03/25/2013 | <u>J(2)</u> | V 13 | D | \$ 0 | 385 | D | | |
| Class A Common Stock <u>(1)</u> | 03/25/2013 | <u>J(2)</u> | V 12 | A | \$ 0 | 1,848 | D | | |
| Google Stock Unit <u>(4)</u> | 03/25/2013 | <u>J(2)</u> | V 12 | D | \$ 0 | 490 | D | | |
| Class A Common Stock <u>(1)</u> | 04/22/2013 | S | 200 | D | \$ 800.6 | 4,108 | I | By Trust | |
| Class A Common Stock <u>(1)</u> | 04/22/2013 | S | 100 | D | \$ 788.02 | 4,008 | I | By Trust | |
| Class A Common Stock <u>(1)</u> | 04/22/2013 | S | 100 | D | \$ 790.8 | 3,908 | I | By Trust | |
| Class A Common Stock <u>(1)</u> | 04/22/2013 | S | 100 | D | \$ 795.29 | 3,808 | I | By Trust | |
| Class A Common Stock <u>(1)</u> | 04/22/2013 | S | 100 | D | \$ 797.14 | 3,708 | I | By Trust | |
| Class A Common Stock <u>(1)</u> | 04/22/2013 | S | 100 | D | \$ 797.31 | 3,608 | I | By Trust | |
| Class A Common Stock <u>(1)</u> | 04/22/2013 | S | 100 | D | \$ 800.85 | 3,508 | I | By Trust | |
| Google Stock Unit <u>(6)</u> | | | | | | 138 | D | | |

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- The GSUs vest as follows: 1/48th vests on the 25th calendar day of the month following the vesting start date and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11, 2012.
- (4) vests monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11, 2012.
 - (5) the GSUs vest as follows: 1/4th of the GSUs vested on 6/2/2011 and 1/16th of the GSUs vests each quarter thereafter, subject to continued service on such vesting dates.
 - (6) The GSUs vest as follows: 1/4th of the GSUs vested on August 5, 2010 and 1/16th of the GSUs vest each quarter thereafter, subject to continued service on such vesting dates.

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting I

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