

Arora Nikesh  
Form 4  
June 04, 2012

**FORM 4**

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

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).

**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 \*  
Arora Nikesh

(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)  
06/01/2012

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)  
SVP and Chief Business 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Google Stock Unit (1)           | 06/01/2012                           |  | F                              | 584 (2) D   | \$ 580.86 13,163  | D  |   |
| Google Stock Unit (1)           | 06/01/2012                           |  | C                              | 666 D   | \$ 0 12,497   | D  |   |
| Class A Common Stock            | 06/01/2012                           |  | C                              | 666 A   | \$ 0 1,243  | D  |   |
| Google Stock Unit               |                                      |  |                                |   | 6,777   | D  |   |

|            |                      |        |   |
|------------|----------------------|--------|---|
| <u>(3)</u> | Google<br>Stock Unit | 4,268  | D |
| <u>(4)</u> | Google<br>Stock Unit | 34,581 | D |
| <u>(5)</u> | Google<br>Stock Unit | 17,492 | D |
| <u>(6)</u> |                      |        |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Option To Purchase Class A Common Stock    | \$ 635.15  |                                      |  |                                |   | 04/25/2016   | 04/04/2022  | Class A Common Stock  | 69,162                     |
| Option To Purchase Class A Common Stock    | \$ 564.35  |                                      |  |                                |   | <u>(7)</u>   | 12/01/2020  | Class A Common Stock  | 39,990                     |
| Option To Purchase Class A Common Stock    | \$ 574.18  |                                      |  |                                |   | <u>(8)</u>   | 04/06/2021  | Class A Common Stock  | 39,050                     |

|   |           |      |            |                      |       |  |
|---|-----------|------|------------|----------------------|-------|--|
| Purchase Class A Common Stock           |           |      |            |                      | Stock |  |
| Option To Purchase Class A Common Stock | \$ 308.57 | (9)  | 10/05/2017 | Class A Common Stock | 1,042 |  |
| Option To Purchase Class A Common Stock | \$ 308.57 | (10) | 10/05/2017 | Class A Common Stock | 730   |  |
| Option To Purchase Class A Common Stock | \$ 318.92 | (11) | 03/04/2019 | Class A Common Stock | 7,113 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Arora Nikesh<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 |               |           | SVP and Chief Business Officer |       |

## Signatures

/s/ Valentina Margulis, as attorney-in-fact for Nikesh Arora  
 06/04/2012

\_\_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) The Google Stock Units ("GSUs") entitle 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. The GSUs vest as follows: 1/4th of the GSUs vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (2) Shares withheld to satisfy tax obligations upon vesting of GSUs.
- (3) The GSUs vest as follows: 6,776 of the GSUs vested on 4/15/10 and 1/16th of the GSUs vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.

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- (4) The GSUs vest as follows: 4,267 of the GSUs vested on 3/4/10 and 1/16th of the GSUs vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (5) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
- (6) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (7) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (8) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (9) The option provides for vesting as follows: 2,500 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (10) The option provides for vesting as follows: 1,750 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (11) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google 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.

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