MATHER ANN Form 4 October 20, 2010

## FORM 4

Check this box

if no longer

Section 16.

Form 4 or

Form 5

subject to

# 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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MATHER ANN Issuer Symbol Google Inc. [GOOG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title Other (specify C/O GOOGLE INC., 1600 10/19/2010 below) AMPHITHEATRE PARKWAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **MOUNTAIN VIEW, CA 94043** 

(City)	(State)	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) open Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Google Stock Unit (1)	10/19/2010		S(2)	200	D	\$ 603.77	2,420	D	
Google Stock Unit (1)	10/19/2010		S(2)	100	D	\$ 603.77	2,320	D	
Google Stock Unit (1)	10/19/2010		S(2)	400	D	\$ 603.77	1,920	D	
Google Stock	10/19/2010		S(2)	100	D	\$ 603.7725	1,820	D	

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Edgar Filing: MATHER ANN - Form 4

Unit (1)

Google

 $S^{(2)}$ 200 1,620 Stock 10/19/2010 D Unit (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control

(9-02)

8. Pi Deri Secu (Inst

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Underlying (Instr. 3 and	
				Code V	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Option To

Class A Purchase

Class A Common Stock (3)

\$414.09 12/01/2005 12/01/2015 Common 12,000 Stock

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

MATHER ANN C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

X

**Signatures** 

/s/ Jonathan Frankel as attorney-in-fact for Ann 10/20/2010 Mather

> \*\*Signature of Reporting Person Date

Reporting Owners 2 Edgar Filing: MATHER ANN - Form 4

### **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).
- 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: (i) 1/5 th on the one year anniversary of the vesting commencement
- date (which was November 9, 2005) and (ii) 1/20th each quarter thereafter, subject to continued service to Google Inc. on the applicable vesting date. The GSU is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan.
- (2) Class A Common Stock were sold on the transaction date, reflecting the vesting of GSUs, and the accompanying entitlement to receive one share of Google Inc.'s Class A common stock for each GSU.
- Shares subject to this option began vesting on November 9, 2005 and vest as follows:(i) 1/5th on the one year anniversary of the vesting commencement date and (ii) 1/60th each month thereafter, subject to continued service to Google Inc. on the applicable vesting date. The stock is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan.

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.