

PICHETTE PATRICK

Form 4

December 05, 2011

**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 \*  
PICHETTE PATRICK

(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)  
12/01/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP &amp; Chief Financial Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Google<br>Stock Unit<br>(1)           | 12/01/2011                              |                                                             | F                                    |                                                                         | 2,334                                                                                                              | D                                                                    | \$<br>599.39                                                      |
| Google<br>Stock Unit<br>(1)           | 12/01/2011                              |                                                             | C                                    |                                                                         | 2,664                                                                                                              | D                                                                    | \$ 0                                                              |
| Class A<br>Common<br>Stock            | 12/01/2011                              |                                                             | C                                    |                                                                         | 2,664                                                                                                              | A                                                                    | \$ 0                                                              |
| Google<br>Stock Unit                  | 12/04/2011                              |                                                             | F                                    |                                                                         | 996                                                                                                                | D                                                                    | \$<br>11,806<br>620.36                                            |

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(2)

|                      |            |   |       |   |      |        |   |
|----------------------|------------|---|-------|---|------|--------|---|
| Google<br>Stock Unit | 12/04/2011 | C | 1,137 | D | \$ 0 | 10,669 | D |
|----------------------|------------|---|-------|---|------|--------|---|

(2)

|                            |            |   |       |   |      |       |   |
|----------------------------|------------|---|-------|---|------|-------|---|
| Class A<br>Common<br>Stock | 12/04/2011 | C | 1,137 | A | \$ 0 | 3,801 | D |
|----------------------------|------------|---|-------|---|------|-------|---|

|                            |            |   |     |   |              |       |   |
|----------------------------|------------|---|-----|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 12/05/2011 | M | 231 | A | \$<br>308.57 | 4,032 | D |
|----------------------------|------------|---|-----|---|--------------|-------|---|

|                            |            |   |     |   |              |       |   |
|----------------------------|------------|---|-----|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 12/05/2011 | S | 231 | D | \$<br>626.68 | 3,801 | D |
|----------------------------|------------|---|-----|---|--------------|-------|---|

|                            |            |   |       |   |              |       |   |
|----------------------------|------------|---|-------|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 12/05/2011 | M | 1,422 | A | \$<br>318.92 | 5,223 | D |
|----------------------------|------------|---|-------|---|--------------|-------|---|

|                            |            |   |       |   |              |       |   |
|----------------------------|------------|---|-------|---|--------------|-------|---|
| Class A<br>Common<br>Stock | 12/05/2011 | S | 1,422 | D | \$<br>626.68 | 3,801 | D |
|----------------------------|------------|---|-------|---|--------------|-------|---|

|                      |  |  |  |  |  |       |   |
|----------------------|--|--|--|--|--|-------|---|
| Google<br>Stock Unit |  |  |  |  |  | 1,389 | D |
|----------------------|--|--|--|--|--|-------|---|

(3)

|                      |  |  |  |  |  |        |   |
|----------------------|--|--|--|--|--|--------|---|
| Google<br>Stock Unit |  |  |  |  |  | 14,644 | D |
|----------------------|--|--|--|--|--|--------|---|

(4)

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                  |

|                                                        |           |            |   |       |            |            |                            |        |
|--------------------------------------------------------|-----------|------------|---|-------|------------|------------|----------------------------|--------|
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 308.57 | 12/05/2011 | M | 231   | <u>(5)</u> | 08/06/2018 | Class A<br>Common<br>Stock | 231    |
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 318.92 | 12/05/2011 | M | 1,422 | <u>(6)</u> | 03/04/2019 | Class A<br>Common<br>Stock | 1,422  |
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 574.18 |            |   |       | <u>(7)</u> | 04/06/2021 | Class A<br>Common<br>Stock | 29,288 |
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 564.35 |            |   |       | <u>(8)</u> | 12/01/2020 | Class A<br>Common<br>Stock | 39,990 |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |                               |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                             | Director      | 10% Owner | Officer                       | Other |
| PICHETTE PATRICK<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 |               |           | SVP & Chief Financial Officer |       |

## Signatures

/s/ Patty Chang as attorney-in-fact for Patrick Pichette

12/05/2011

          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).
- 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 GSUs shall vest on the one-year grant date anniversary and 1/16th of shares shall vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- (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 GSUs shall vest 12 months after vesting commencement
  - (2) 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 GSUs shall vest 12 months after vesting commencement

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date and 1/16th of shares shall vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.

- (3) 910 of the Google Stock Units ("GSUs") shall vest 6 months after August 1, 2008, subject to continued employment with Google. If employment is terminated prior to the six-month vesting date, other than as a result of resignation, 910 of the GSUs will immediately vest. Another 910 of the GSUs shall vest 12 months after August 1, 2008, subject to continued employment with Google. If employment is terminated after six months but prior to the twelve-month vesting date, other than as a result of resignation, 910 of the GSUs will immediately vest. 5,556 of the GSUs shall vest annually at a rate of 1/4 each year over four years, beginning on August 1, 2009, subject to continued employment with Google on such vesting dates.

- (4) 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: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

- (5) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In addition, the option will vest no sooner than September 9, 2009.
- (6) The option provided for vesting as follows: 1/4th of the option shall vest 12 months after vesting commencement date and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (7) 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.
- (8) The option provided for vesting as follows: 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

### Remarks:

\*\*\*All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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.