

Google Inc.  
Form 4  
December 15, 2014

**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 \*  
DOERR L JOHN

(Last) (First) (Middle)

C/O KLEINER PERKINS  
CAUFIELD & BYERS, 2750 SAND  
HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Google Inc. [GOOG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2014

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 (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)			
			Code	V	Amount	(A) or (D)	Price			
Class C Google Stock Unit <u>(1)</u>	11/25/2014		J <sup>(2)</sup>	V	14	D	\$ 0	563	D	
Class C Capital Stock <u>(3)</u>	11/25/2014		J <sup>(2)</sup>	V	14	A	\$ 0	2,925	D	
Class C Google Stock Unit <u>(4) (5)</u>	11/25/2014		J <sup>(2)</sup>	V	12	D	\$ 0	239	D	

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Class C Capital Stock <u>(3)</u>	11/25/2014	<u>J(2)</u>	V	12	A	\$ 0	2,937	D	
Class A Google Stock Unit <u>(4)</u>	11/25/2014	<u>J(2)</u>	V	12	D	\$ 0	239	D	
Class A Common Stock	11/25/2014	<u>J(2)</u>	V	12	A	\$ 0	2,857	D	
Class C Google Stock Unit <u>(5) (6)</u>	11/25/2014	<u>J(2)</u>	V	8	D	\$ 0	257	D	
Class C Capital Stock <u>(3)</u>	11/25/2014	<u>J(2)</u>	V	8	A	\$ 0	2,945	D	
Class A Google Stock Unit <u>(7)</u>	11/25/2014	<u>J(2)</u>	V	8	D	\$ 0	257	D	
Class A Common Stock	11/25/2014	<u>J(2)</u>	V	8	A	\$ 0	2,865	D	
Class C Google Stock Unit <u>(5) (8)</u>	11/25/2014	<u>J(2)</u>	V	14	D	\$ 0	110	D	
Class C Capital Stock <u>(3)</u>	11/25/2014	<u>J(2)</u>	V	14	A	\$ 0	2,959	D	
Class A Google Stock Unit <u>(9)</u>	11/25/2014	<u>J(2)</u>	V	14	D	\$ 0	110	D	
Class A Common Stock	11/25/2014	<u>J(2)</u>	V	14	A	\$ 0	2,879	D	
Class C Capital Stock <u>(3)</u>	12/15/2014	S		2,214	D	\$ 514.7359 <u>(10)</u>	1,054,285	I	Vallejo Ventures Trust
Class C Capital Stock <u>(3)</u>	12/15/2014	S		1,047	D	\$ 516.0834 <u>(11)</u>	1,053,238	I	Vallejo Ventures Trust

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Class C Capital Stock <sup>(3)</sup>	12/15/2014	S	1,707	D	\$ 517.2916 <u>(12)</u>	1,051,531	I	Vallejo Ventures Trust
Class C Capital Stock <sup>(3)</sup>	12/15/2014	S	1,400	D	\$ 518.3768 <u>(13)</u>	1,050,131	I	Vallejo Ventures Trust
Class C Capital Stock <sup>(3)</sup>	12/15/2014	S	593	D	\$ 519.4758 <u>(14)</u>	1,049,538	I	Vallejo Ventures Trust
Class C Capital Stock <sup>(3)</sup>	12/15/2014	S	860	D	\$ 520.5472 <u>(15)</u>	1,048,678	I	Vallejo Ventures Trust
Class C Capital Stock <sup>(3)</sup>	12/15/2014	S	235	D	\$ 521.7138 <u>(16)</u>	1,048,443	I	Vallejo Ventures Trust
Class C Capital Stock <sup>(3)</sup>						118,653	I	The Benificus Foundation
Class C Capital Stock <sup>(3)</sup>						18,656	I	The Hampton 1999 Trust
Class C Capital Stock <sup>(3)</sup>						18,656	I	The Austin 1999 Trust
Class A Common Stock						118,653	I	The Benificus Foundation
Class A Common Stock						18,656	I	L. John Doerr Ttee The Austin 1999 Trust dtd 5/25/99
Class A Common Stock						18,656	I	L. John Doerr Ttee The Hampton 1999 Trust dtd 5/25/99

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

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Class A Common Stock for each share underlying the GSU as the GSU vests. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

- (6) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- (7) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of the month thereafter, subject to continued employment on such vesting dates.
- (8) The GSUs vest as follows: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (9) The GSUs vest as follows: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$514.53 to \$515.52, 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 (10) through (16) to this Form 4.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$515.65 to \$516.64, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$516.73 to \$517.72, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$517.93 to \$518.92, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$519.01 to \$520.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$520.39 to \$521.38, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$521.60 to \$522.59, inclusive.
- (17) There is no exercisable date for the Issuer's Class B Common Stock.
- (18) There is no expiration date for the Issuer's Class B Common Stock.

### Remarks:

All of the transactions 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.

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