

Tilghman Shirley M  
 Form 4  
 August 02, 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

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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 \*  
 Tilghman Shirley M

(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)  
 08/02/2012

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Class A Common Stock <sup>(1)</sup>	01/25/2012		J <sup>(2)</sup>	V 14 A \$ 0	4,484	D	
Google Stock Unit <sup>(3)</sup>	01/25/2012		J <sup>(2)</sup>	V 14 D \$ 0	577	D	
Google Stock Unit <sup>(4)</sup>	02/03/2012		J <sup>(2)</sup>	V 51 D \$ 0	559	D	
Class A Common	02/03/2012		J <sup>(2)</sup>	V 51 A \$ 0	4,535	D	

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Stock <sup>(1)</sup>								
Class A Common Stock <sup>(1)</sup>	02/27/2012	J <sup>(2)</sup>	V 14	A	\$ 0	4,549	D	
Google Stock Unit <sup>(3)</sup>	02/27/2012	J <sup>(2)</sup>	V 14	D	\$ 0	563	D	
Class A Common Stock <sup>(1)</sup>	03/26/2012	J <sup>(2)</sup>	V 14	A	\$ 0	4,563	D	
Google Stock Unit <sup>(3)</sup>	03/26/2012	J <sup>(2)</sup>	V 14	D	\$ 0	549	D	
Class A Common Stock <sup>(1)</sup>	04/25/2012	J <sup>(2)</sup>	V 13	A	\$ 0	4,576	D	
Google Stock Unit <sup>(3)</sup>	04/25/2012	J <sup>(2)</sup>	V 13	D	\$ 0	536	D	
Google Stock Unit <sup>(4)</sup>	05/03/2012	J <sup>(2)</sup>	V 50	D	\$ 0	509	D	
Class A Common Stock <sup>(1)</sup>	05/03/2012	J <sup>(2)</sup>	V 50	A	\$ 0	4,626	D	
Class A Common Stock <sup>(1)</sup>	05/25/2012	J <sup>(2)</sup>	V 14	A	\$ 0	4,640	D	
Google Stock Unit <sup>(3)</sup>	05/25/2012	J <sup>(2)</sup>	V 14	D	\$ 0	522	D	
Class A Common Stock <sup>(1)</sup>	06/25/2012	J <sup>(2)</sup>	V 14	A	\$ 0	4,654	D	
Google Stock Unit <sup>(3)</sup>	06/25/2012	J <sup>(2)</sup>	V 14	D	\$ 0	508	D	
Class A Common Stock <sup>(1)</sup>	07/25/2012	J <sup>(2)</sup>	V 13	A	\$ 0	4,667	D	
Google Stock Unit <sup>(3)</sup>	07/25/2012	J <sup>(2)</sup>	V 13	D	\$ 0	495	D	

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Class A Common Stock <u>(1)</u>	07/25/2012		J <sup>(2)</sup>	V	12	A	\$ 0	4,679	D
Google Stock Unit <u>(5)</u>	07/25/2012		J <sup>(2)</sup>	V	12	D	\$ 0	590	D
Class A Common Stock <u>(1)</u>	08/02/2012		M		2,500	A	\$ 0	7,179	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		800	D	\$ 628.05	6,379	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		400	D	\$ 628.04	5,979	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		600	D	\$ 628	5,379	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		100	D	\$ 627.8	5,279	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		200	D	\$ 627.79	5,079	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		300	D	\$ 627.77	4,779	D
Class A Common Stock <u>(1)</u>	08/02/2012		S		100	D	\$ 627.73	4,679	D
Class A Common Stock								136	D

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 318.68	08/02/2012	M	2,500					(6)	10/03/2015	Class A Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tilghman Shirley M C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X			

## Signatures

/s/ Valentina Margulis, as attorney-in-fact for Shirley M.  
Tilghman

08/02/2012

\_\_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) Includes Class A Common Stock resulting from vested Google Stock Units ("GSUs") grant of which was previously reported on Form 4s.
- (2) Vesting of Google Stock Unit awards that were previously reported in Form 4s.
- (3) 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 until the units are fully vested, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (4) The GSUs vest as follows: (i) 1/4th of GSUs vests 12 months after vesting start date and (ii) 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is November 3, 2010.  
  
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
- (5) 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.
- (6) Option is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and is fully vested.

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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