

Google Inc.
Form 4
October 22, 2013

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 *
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)
10/22/2013

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. 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)
				(A) or (D)	Price		
Class A Common Stock ⁽¹⁾	08/05/2013		J ⁽²⁾	V 50 A \$ 0	5,104	D	
Google Stock Unit ⁽³⁾	08/05/2013		J ⁽²⁾	V 50 D \$ 0	255	D	
Google Stock Unit ⁽⁴⁾	08/26/2013		J ⁽²⁾	V 14 D \$ 0	316	D	
Class A Common	08/26/2013		J ⁽²⁾	V 14 A \$ 0	5,118	D	

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Stock ⁽¹⁾							
Class A Common Stock ⁽¹⁾	08/26/2013	J ⁽²⁾	V 12	A	\$ 0	5,130	D
Google Stock Unit ⁽⁵⁾	08/26/2013	J ⁽²⁾	V 12	D	\$ 0	427	D
Google Stock Unit ⁽⁶⁾	08/26/2013	J ⁽²⁾	V 8	D	\$ 0	381	D
Class A Common Stock ⁽¹⁾	08/26/2013	J ⁽²⁾	V 8	A	\$ 0	5,138	D
Class A Common Stock ⁽¹⁾	09/25/2013	J ⁽²⁾	V 14	A	\$ 0	5,152	D
Google Stock Unit ⁽⁴⁾	09/25/2013	J ⁽²⁾	V 14	D	\$ 0	302	D
Google Stock Unit ⁽⁵⁾	09/25/2013	J ⁽²⁾	V 13	D	\$ 0	414	D
Class A Common Stock ⁽¹⁾	09/25/2013	J ⁽²⁾	V 13	A	\$ 0	5,165	D
Class A Common Stock ⁽¹⁾	09/25/2013	J ⁽²⁾	V 8	A	\$ 0	5,173	D
Google Stock Unit ⁽⁶⁾	09/25/2013	J ⁽²⁾	V 8	D	\$ 0	373	D
Class A Common Stock ⁽¹⁾	10/22/2013	M	1,000	A	\$ 0	6,173	D
Class A Common Stock ⁽¹⁾	10/22/2013	S	1,000	D	\$ 1,002.1444	5,173	D
Class A Common Stock						96	D

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

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(9-02)

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- (4) 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.
- (5) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.
- (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) 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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