

GOOGLE INC.

Form 3

August 20, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Pichai Sundar

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/10/2015

3. Issuer Name and Ticker or Trading Symbol
GOOGLE INC. [GOOG]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Sr. Vice President, Products

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting PersonC/O GOOGLE INC., 1600
AMPHITHEATRE PKWY

(Street)

MOUNTAIN
VIEW, CA 94043

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock

68

D

A

Class A Google Stock Unit ⁽¹⁾

1,914

D

A

Class A Google Stock Unit ⁽²⁾

56,849

D

A

Class C Capital Stock

100

D

A

Class C Google Stock Unit ⁽³⁾

1,914

D

A

Class C Google Stock Unit ⁽²⁾

56,849

D

A

Class C Google Stock Unit ⁽⁴⁾

88,485

D

A

Class C Google Stock Unit ⁽⁵⁾

353,939

D

A

Class C Google Stock Unit ⁽⁶⁾

149,415

D

A

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to Purchase Class C Capital Stock	Â (7)	04/04/2022	Class C Capital Stock	8,646	\$ 316.9399	D	Â
Option To Purchase Class A Common Stock	Â (7)	04/04/2022	Class A Common Stock	8,646	\$ 318.2102	D	Â
Option To Purchase Class A Common Stock	Â (7)	07/29/2019	Class A Common Stock	2,436	\$ 218.5563	D	Â
Option To Purchase Class A Common Stock	Â (7)	08/04/2020	Class A Common Stock	1,459	\$ 253.6664	D	Â
Option to Purchase Class C Capital Stock	Â (7)	07/29/2019	Class C Capital Stock	2,436	\$ 217.6838	D	Â
Option to Purchase Class C Capital Stock	Â (7)	08/04/2020	Class C Capital Stock	1,459	\$ 252.6537	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pichai Sundar C/O GOOGLE INC., 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW,Â CAÂ 94043	Â	Â	Â Sr. Vice President, Products	Â

Signatures

/s/ Valentina Margulis, Attorney-in-fact for Sundar
Pichai

08/20/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 at a rate of 1/16th per quarter, subject to continued employment on the applicable vesting dates.

(2) The GSUs vest at a rate of 1/72 per month, subject to continued employment on the applicable vesting dates.

(3) The GSUs entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the GSU as the GSU vests. The GSUs vest at a rate of 1/16th per quarter, subject to continued employment on the applicable vesting dates.

(4) 50% of the grant will vest on April 25, 2016 and 50% of the grant will vest on April 25, 2017, subject to continued employment on such dates.

(5) 100% of the grant will vest on April 25, 2018, subject to continued employment on such date.

(6) The GSUs vest at a rate of 1/8th per quarter, subject to continued employment on the applicable vesting dates.

(7) Option 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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