

GOOGLE INC.

Form 4

September 29, 2015

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 *
Page Lawrence

(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)

09/25/2015

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)

Chief Executive Officer

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)
Class C Capital Stock	09/25/2015		S	625	D \$ 611.7124 (1)	21,749,047	D
Class C Capital Stock	09/25/2015		S	600	D \$ 612.4917 (2)	21,748,447	D
Class C Capital Stock	09/25/2015		S	1,235	D \$ 613.5535 (3)	21,747,212	D
Class C Capital	09/25/2015		S	1,001	D \$ 614.7543	21,746,211	D

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Stock					<u>(4)</u>			
Class C					\$			
Capital	09/25/2015	S	320	D	615.5362	21,745,891	D	
Stock					<u>(5)</u>			
Class C					\$ 617.132			
Capital	09/25/2015	S	281	D	<u>(6)</u>	21,745,610	D	
Stock								
Class C					\$ 618.438			
Capital	09/25/2015	S	606	D	<u>(7)</u>	21,745,004	D	
Stock								
Class C					\$			
Capital	09/25/2015	S	1,293	D	619.2673	21,743,711	D	
Stock					<u>(8)</u>			
Class C					\$			
Capital	09/25/2015	S	657	D	620.1722	21,743,054	D	
Stock					<u>(9)</u>			
Class C					\$ 621.33			
Capital	09/25/2015	S	899	D	<u>(10)</u>	21,742,155	D	
Stock								
Class C					\$			
Capital	09/25/2015	S	4,084	D	622.4765	21,738,071	D	
Stock					<u>(11)</u>			
Class C					\$			
Capital	09/25/2015	S	2,767	D	623.4016	21,735,304	D	
Stock					<u>(12)</u>			
Class C					\$			
Capital	09/25/2015	S	400	D	624.3325	21,734,904	D	
Stock					<u>(13)</u>			
Class C					\$			
Capital	09/25/2015	S	1,400	D	625.4103	21,733,504	D	
Stock					<u>(14)</u>			
Class C					\$			
Capital	09/25/2015	S	502	D	627.7725	21,733,002	D	
Stock					<u>(15)</u>			
Class A								
Common						75,000	D	
Stock <u>(16)</u>								

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Range of Prices (Instr. 3)
Class B Common Stock	\$ 0					(17) (18)	Class A Common Stock	21,596,902

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Page Lawrence C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Chief Executive Officer	

Signatures

/s/ Valentina Margulis as attorney-in-fact for Lawrence
Page

09/29/2015

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$611.12 to \$612.11, 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 (1) through (15) to this Form 4.
- (2) These shares were sold in multiple transactions at prices ranging from \$612.13 to \$613.12, inclusive.
- (3) These shares were sold in multiple transactions at prices ranging from \$613.19 to \$614.18, inclusive.
- (4) These shares were sold in multiple transactions at prices ranging from \$614.36 to \$615.35, inclusive.
- (5) These shares were sold in multiple transactions at prices ranging from \$615.41 to \$616.40, inclusive.
- (6) These shares were sold in multiple transactions at prices ranging from \$616.57 to \$617.56, inclusive.
- (7) These shares were sold in multiple transactions at prices ranging from \$617.82 to \$618.81, inclusive.

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- (8) These shares were sold in multiple transactions at prices ranging from \$618.86 to \$619.85, inclusive.
- (9) These shares were sold in multiple transactions at prices ranging from \$619.86 to \$620.85, inclusive.
- (10) These shares were sold in multiple transactions at prices ranging from \$620.96 to \$621.95, inclusive.
- (11) These shares were sold in multiple transactions at prices ranging from \$621.97 to \$622.96, inclusive.
- (12) These shares were sold in multiple transactions at prices ranging from \$622.97 to \$623.96, inclusive.
- (13) These shares were sold in multiple transactions at prices ranging from \$624.05 to \$625.04, inclusive.
- (14) These shares were sold in multiple transactions at prices ranging from \$625.07 to \$626.06, inclusive.
- (15) These shares were sold in multiple transactions at prices ranging from \$627.58 to \$628.57, inclusive.
- (16) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (17) All shares are exercisable as of the transaction date.
- (18) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

Form 4 Filing 2 of 2 (continuation report): Related transactions effected by the Reporting Person on September 25, 2015 are re

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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