

Google Inc.
Form 5
February 13, 2015

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HENNESSY JOHN L

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY**

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock ⁽¹⁾	10/01/2014	^	G	1,983 A \$ 0	5,084	I	By Trust
Class A Common Stock ⁽¹⁾	10/01/2014	^	G	1,983 D \$ 0	137	D	^
Class C Capital Stock ⁽²⁾	^	^	^	^ ^ ^	190	D	^

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Class C Google Stock Unit <u>(3)</u> <u>(4)</u>	Â	Â	Â	Â	Â	Â	249	D	Â
Class C Google Stock Unit <u>(5)</u>	Â	Â	Â	Â	Â	Â	550	D	Â
Class C Google Stock Unit <u>(4)</u> <u>(6)</u>	Â	Â	Â	Â	Â	Â	97	D	Â
Class C Google Stock Unit <u>(4)</u> <u>(7)</u>	Â	Â	Â	Â	Â	Â	226	D	Â
Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	1,424	I	By Trust
Class A Google Stock Unit <u>(8)</u>	Â	Â	Â	Â	Â	Â	249	D	Â
Class A Google Stock Unit <u>(6)</u>	Â	Â	Â	Â	Â	Â	97	D	Â
Class A Google Stock Unit <u>(7)</u>	Â	Â	Â	Â	Â	Â	226	D	Â

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

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(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 (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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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