

Google Inc.
Form 4
April 29, 2015

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 *
Brin Sergey

(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)
04/28/2015

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)
Co-Founder

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock ⁽¹⁾	04/28/2015		C		16,666	A	\$ 0
Class A Common Stock ⁽¹⁾	04/28/2015		S		925	D	\$ 561.6951
Class A Common Stock ⁽¹⁾	04/28/2015		S		2,479	D	\$ 562.7725
Class A Common	04/28/2015		S		3,725	D	\$ 9,537
							563.6356

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Stock ⁽¹⁾					⁽⁴⁾		
Class A					\$		
Common Stock ⁽¹⁾	04/28/2015	S	2,478	D	564.8212	7,059	D
					⁽⁵⁾		
Class A					\$		
Common Stock ⁽¹⁾	04/28/2015	S	4,154	D	565.8231	2,905	D
					⁽⁶⁾		
Class A					\$		
Common Stock ⁽¹⁾	04/28/2015	S	2,457	D	566.6387	448	D
					⁽⁷⁾		
Class A					\$ 567.525		
Common Stock ⁽¹⁾	04/28/2015	S	448	D	⁽⁸⁾	0	D
Class C					\$		
Capital Stock ⁽⁹⁾	04/28/2015	S	3,187	D	552.3415	21,859,461	D
					⁽¹⁰⁾		
Class C					\$		
Capital Stock ⁽⁹⁾	04/28/2015	S	4,370	D	553.2817	21,855,091	D
					⁽¹¹⁾		
Class C					\$		
Capital Stock ⁽⁹⁾	04/28/2015	S	5,574	D	554.3398	21,849,517	D
					⁽¹²⁾		
Class C					\$		
Capital Stock ⁽⁹⁾	04/28/2015	S	1,296	D	551.2168	21,848,221	D
					⁽¹³⁾		
Class C					\$		
Capital Stock ⁽⁹⁾	04/28/2015	S	2,139	D	555.2257	21,846,082	D
					⁽¹⁴⁾		
Class C					\$		
Capital Stock ⁽⁹⁾	04/28/2015	S	100	D	\$ 556.02	21,845,982	D
Class A					\$		
Common Stock ⁽¹⁾	04/29/2015	C	16,666	A	\$ 0	16,666	D
Class A					\$		
Common Stock ⁽¹⁾	04/29/2015	S	1,613	D	559.8535	15,053	D
					⁽¹⁵⁾		
Class A					\$		
Common Stock ⁽¹⁾	04/29/2015	S	2,959	D	560.8315	12,094	D
					⁽¹⁶⁾		
Class A					\$		
Common Stock ⁽¹⁾	04/29/2015	S	3,170	D	561.8144	8,924	D
					⁽¹⁷⁾		

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Class A Common Stock ⁽¹⁾	04/29/2015	S	5,174	D	\$ 562.8115 ₍₁₈₎	3,750	D
Class A Common Stock ⁽¹⁾	04/29/2015	S	2,475	D	\$ 5,638,853 ₍₁₉₎	1,275	D
Class A Common Stock ⁽¹⁾	04/29/2015	S	1,075	D	\$ 564.9848 ₍₂₀₎	200	D
Class A Common Stock ⁽¹⁾	04/29/2015	S	200	D	\$ 565.61 ₍₂₁₎	0	D
Class C Capital Stock ⁽⁹⁾	04/29/2015	S	1,700	D	\$ 47.8556 ₍₂₂₎	21,844,282	D
Class C Capital Stock ⁽⁹⁾	04/29/2015	S	2,561	D	\$ 548.8108 ₍₂₃₎	21,841,721	D
Class C Capital Stock ⁽⁹⁾	04/29/2015	S	3,307	D	\$ 549.6292 ₍₂₄₎	21,838,414	D
Class C Capital Stock ⁽⁹⁾	04/29/2015	S	5,579	D	\$ 550.89 ₍₂₅₎	21,832,835	D
Class C Capital Stock ⁽⁹⁾	04/29/2015	S	2,399	D	\$ 551.8219 ₍₂₆₎	21,830,436	D
Class C Capital Stock ⁽⁹⁾	04/29/2015	S	1,020	D	\$ 552.8312 ₍₂₇₎	21,829,416	D
Class C Capital Stock ⁽⁹⁾	04/29/2015	S	100	D	\$ 553.56	21,829,316	D

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	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. P Deriv
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The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$566.30 to \$567.29, inclusive.

- (8) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$567.34 to \$568.33, inclusive.

- (9) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.

- (10) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$551.85 to \$552.84, inclusive.

- (11) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$552.85 to \$553.84, inclusive.

- (12) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$553.86 to \$554.85, inclusive.

- (13) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$550.68 to \$551.67, inclusive.

- (14) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$554.88 to \$555.87, inclusive.

- (15) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$559.28 to \$560.27, inclusive.

- (16) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$560.30 to \$561.29, inclusive.

- (17) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$561.35 to \$562.34, inclusive.

- (18) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$562.41 to \$563.40, inclusive.

- (19) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$563.44 to \$564.43, inclusive.

- (20) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$564.44 to \$565.43, inclusive.

- (21) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$565.51 to \$566.50, inclusive.

- (22) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$547.32 to \$548.31, inclusive.

- (23) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$548.33 to \$549.32, inclusive.

- (24) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$549.34 to \$550.33, inclusive.

- (25) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$550.40 to \$551.39, inclusive.

- (26) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$551.47 to \$552.46, inclusive.

- (27) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$552.53 to \$553.52, inclusive.

- (28) All shares are exercisable as of the transaction date.

- (29) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

Explanation of Responses:

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All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person

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