

Google Inc.
Form 4
March 02, 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)
02/27/2015

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⁾ | 02/27/2015 | | C | | 16,666 | A | \$ 0 |
| Class C Capital Stock ⁽²⁾ | 02/27/2015 | | S | | 170 | D | \$ 553.6594 ⁽³⁾ |
| Class C Capital Stock | 02/27/2015 | | S | | 100 | D | \$ 554.67 ⁽⁴⁾ |
| Class C Capital | 02/27/2015 | | S | | 1,100 | D | \$ 21,994,614 557.4826 |

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| | | | | | | | |
|-----------------------|------------|---|-------|---|-------------|------------|---|
| Stock | | | | | <u>(5)</u> | | |
| Class C Capital Stock | 02/27/2015 | S | 5,435 | D | \$ 558.4864 | 21,989,179 | D |
| Class C Capital Stock | 02/27/2015 | S | 1,591 | D | \$ 559.722 | 21,987,588 | D |
| Class C Capital Stock | 02/27/2015 | S | 2,685 | D | \$ 560.7364 | 21,984,903 | D |
| Class C Capital Stock | 02/27/2015 | S | 2,216 | D | \$ 561.7447 | 21,982,687 | D |
| Class C Capital Stock | 02/27/2015 | S | 2,609 | D | \$ 562.7038 | 21,980,078 | D |
| Class C Capital Stock | 02/27/2015 | S | 760 | D | \$ 563.5612 | 21,979,318 | D |
| Class A Common Stock | 02/27/2015 | S | 200 | D | \$ 557.44 | 16,466 | D |
| Class A Common Stock | 02/27/2015 | S | 600 | D | \$ 561.2697 | 15,866 | D |
| Class A Common Stock | 02/27/2015 | S | 2,923 | D | \$ 562.2371 | 12,943 | D |
| Class A Common Stock | 02/27/2015 | S | 3,287 | D | \$ 562.8125 | 9,656 | D |
| Class A Common Stock | 02/27/2015 | S | 2,614 | D | \$ 564.5635 | 7,042 | D |
| Class A Common Stock | 02/27/2015 | S | 2,342 | D | \$ 565.5848 | 4,700 | D |
| Class A Common Stock | 02/27/2015 | S | 2,700 | D | \$ 566.8865 | 2,000 | D |
| Class A Common Stock | 02/27/2015 | S | 2,000 | D | \$ 567.8272 | 0 | D |

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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 (3) through (19) to this Form 4.

- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$554.67 to \$555.66, inclusive.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$557.05 to \$558.04, inclusive.
- (6) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$558.05 to \$559.04, inclusive.
- (7) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$559.19 to \$560.18, inclusive.
- (8) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$560.19 to \$561.18, inclusive.
- (9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$561.20 to \$562.19, inclusive.
- (10) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$562.27 to \$563.26, inclusive.
- (11) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$563.48 to \$564.47, inclusive.
- (12) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$557.44 to \$558.43, inclusive.
- (13) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$560.51 to \$561.50, inclusive.
- (14) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$561.54 to \$562.53, inclusive.
- (15) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$562.55 to \$563.54, inclusive.
- (16) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$564.04 to \$565.03, inclusive.
- (17) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$565.04 to \$566.03, inclusive.
- (18) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$566.43 to \$567.42, inclusive.
- (19) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$567.45 to \$568.44, inclusive.
- (20) All shares are exercisable as of the transaction date.
- (21) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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

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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