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Form 4
January 15, 2013

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 *
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(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)
01/14/2013

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 A Common Stock ⁽¹⁾	01/14/2013		C	20,833	A \$ 0	30,833	D
Class A Common Stock ⁽¹⁾	01/14/2013		S	1,927	D \$ 722.9617	28,906	D
Class A Common Stock ⁽¹⁾	01/14/2013		S	940	D \$ 723.954	27,966	D
Class A Common Stock	01/14/2013		S	807	D \$ 725.0326	27,159	D

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Stock ⁽¹⁾					⁽⁴⁾		
Class A Common Stock ⁽¹⁾	01/14/2013	S	2,286	D	\$ <u>(5)</u>	725.8153 24,873	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	2,397	D	\$ <u>(6)</u>	726.8631 22,476	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	4,702	D	\$ <u>(7)</u>	727.9479 17,774	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	2,754	D	\$ <u>(8)</u>	729.0399 15,020	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	1,212	D	\$ <u>(9)</u>	729.8042 13,808	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	400	D	\$ <u>(10)</u>	731.1525 13,408	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	200	D	\$ <u>(11)</u>	731.915 13,208	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	300	D	\$ <u>(12)</u>	732.7967 12,908	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	523	D	\$ <u>(13)</u>	733.8052 12,385	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	200	D	\$ <u>(14)</u>	735.14 12,185	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	400	D	\$ <u>(15)</u>	736.0175 11,785	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	390	D	\$ <u>(16)</u>	737.2923 11,395	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	519	D	\$ <u>(17)</u>	738.0307 10,876	D
Class A Common Stock ⁽¹⁾	01/14/2013	S	276	D	\$ <u>(18)</u>	739.1446 10,600	D

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Class A					\$		
Common	01/14/2013	S	300	D	739.9333	10,300	D
Stock ⁽¹⁾					<u>(19)</u>		
Class A					\$		
Common	01/14/2013	S	300	D	741.0633	10,000	D
Stock ⁽¹⁾					<u>(20)</u>		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der Sec (Ins		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B										Class A	
Common	\$ 0	01/14/2013		C		20,833		(21)	(22)	Common	20,833
Stock										Stock	

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
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 **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) 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.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$722.50 to \$723.49, 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 (2) through (20) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$723.50 to \$724.49, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$724.50 to \$725.49, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$725.50.00 to \$726.49, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$726.50 to \$727.49, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$727.50 to \$727.49, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$728.50 to \$729.49, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$729.50 to \$730.49, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$730.50 to \$731.49, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$731.50 to \$732.49, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$732.50 to \$733.49, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$733.50 to \$734.49, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$734.50 to \$735.49, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$735.50 to \$736.49, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$736.50 to \$737.49, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$737.50 to \$738.49, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$738.50 to \$739.49, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$739.50 to \$740.49, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$740.50 to \$741.49, 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.
- (22)

Remarks:

All of the sales 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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