Google Inc.
Form 4
October 31, 2011

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(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)
10/27/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) | 10/27/2011 | | C | | 12,139 | A | $ 0 | 12,139 | I | By Limited Partnership II |
| Class A Common Stock (1) | 10/27/2011 | | S | | 1,064 | D | $ 600 | 11,075 | I | By Limited Partnership II |
| Class A Common Stock (1) | 10/27/2011 | | S | | 8,858 | D | $ 600.4562 (2) | 2,217 | I | By Limited Partnership II |
| Class A Common | 10/27/2011 | | S | | 2,217 | D | $ 601.1547 | 0 | I | By Limited Partnership |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Stock [1] | | | | | [3] | | | II |
| Class A Common Stock [1] | 10/27/2011 | C | 23,048 | A | $ 0 | 23,048 | I | By Trust |
| Class A Common Stock [1] | 10/27/2011 | S | 2,020 | D | $ 600 | 21,028 | I | By Trust |
| Class A Common Stock [1] | 10/27/2011 | S | 16,820 | D | $ 600.4562 [2] | 4,208 | I | By Trust |
| Class A Common Stock [1] | 10/27/2011 | S | 4,208 | D | $ 601.1547 [3] | 0 | I | By Trust |
| Class A Common Stock | 10/27/2011 | S | 516 | D | $ 600 | 52,854 | I | By Family Foundation |
| Class A Common Stock | 10/27/2011 | S | 4,297 | D | $ 600.4562 [2] | 48,557 | I | By Family Foundation |
| Class A Common Stock | 10/27/2011 | S | 1,075 | D | $ 601.1547 [3] | 47,482 | I | By Family Foundation |
| Class A Common Stock [1] | 10/28/2011 | C | 1,028 | A | $ 0 | 1,028 | I | By Limited Partnership II |
| Class A Common Stock [1] | 10/28/2011 | S | 741 | D | $ 600 | 287 | I | By Limited Partnership II |
| Class A Common Stock [1] | 10/28/2011 | S | 287 | D | $ 600.1433 [2] | 0 | I | By Limited Partnership II |
| Class A Common Stock [1] | 10/28/2011 | C | 1,952 | A | $ 0 | 1,952 | I | By Trust |
| Class A Common Stock [1] | 10/28/2011 | S | 1,407 | D | $ 600 | 545 | I | By Trust |
| Class A Common Stock [1] | 10/28/2011 | S | 545 | D | $ 600.1433 [2] | 0 | I | By Trust |
| Class A Common Stock | 10/28/2011 | S | 360 | D | $ 600 | 47,122 | I | By Family Foundation |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Class A Common Stock | 10/28/2011 | | S | 139 | D | $ 600.1433 (2) | 46,983 | I | By Family Foundation |
| Google Stock Unit (4) | | | | | | | 90,920 | D | |

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

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SEC 1474 (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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | $ 0 | 10/27/2011 | | C | | | 12,139 | (5) | (6) | Class A Common Stock | 12,139 |
| Class B Common Stock | $ 0 | 10/27/2011 | | C | | | 23,048 | (5) | (6) | Class A Common Stock | 23,048 |
| Class B Common Stock | $ 0 | 10/28/2011 | | C | | | 1,028 | (5) | (6) | Class A Common Stock | 1,028 |
| Class B Common Stock | $ 0 | 10/28/2011 | | C | | | 1,952 | (5) | (6) | Class A Common Stock | 1,952 |
| Class B Common Stock | $ 0 | | | | | | | (5) | (6) | Class A Common Stock | 1,194,30 |
| Class B Common Stock | $ 0 | | | | | | | (5) | (6) | Class A Common Stock | 274,092 |
| Option To Purchase | $ 612 | | | | | | | (7) | 02/02/2021 | Class A Common Stock | 181,840 |

Class A
Common
Stock

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| SCHMIDT ERIC E<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 | X | | Executive Chairman of Board | |

# Signatures

| /s/Patty Chang as Attorney-in-Fact for Eric E. Schmidt | 10/31/2011 |
|---|---|
| **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 issued upon conversion of one share of Class B Common Stock at election of reporting person. |
| **(2)** | The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $600.01 to $601.00, 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 (3) to this form 4. |
| **(3)** | The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $601.01 to $602.00, inclusive. |
| **(4)** | The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates. |
| **(5)** | All shares are exercisable as of the transaction date. |
| **(6)** | There is no expiration date for the Issuer's Class B Common Stock. |
| **(7)** | The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates. |

**Remarks:**

*** All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Per

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