DOERR L JOHN
Form 4
February 08, 2012

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 *
DOERR L JOHN

(Last) (First) (Middle)

C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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			
Google Stock Unit (1)	02/06/2012		C		69	D	$ 0	414	D	
Class A Common Stock	02/06/2012		C		69	A	$ 0	1,041	D	
Class A Common Stock (2)	02/06/2012		C		27,675	A	$ 0	27,675	I	Vallejo Ventures Trust
Class A	02/06/2012		S		11,804	D	$	15,871	I	Vallejo

Common Stock (2)					600.3468 (3)			Ventures Trust
Class A Common Stock (2)	02/06/2012	S	3,813	D	$ 601	12,058	I	Vallejo Ventures Trust
Class A Common Stock (2)	02/06/2012	S	3,116	D	$ 602.1991 (4)	8,942	I	Vallejo Ventures Trust
Class A Common Stock (2)	02/06/2012	S	308	D	$ 604.484 (5)	8,634	I	Vallejo Ventures Trust
Class A Common Stock (2)	02/06/2012	S	6,110	D	$ 605.2136 (6)	2,524	I	Vallejo Ventures Trust
Class A Common Stock (2)	02/06/2012	S	2,524	D	$ 606.3527 (7)	0	I	Vallejo Ventures Trust
Google Stock Unit (1)						454	D	
Google Stock Unit (8)						577	D	
Class A Common Stock						18,656	I	Blake H. Byers Trust
Class A Common Stock						18,656	I	Chad A. Byers Trust

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

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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 Deri Secu (Ins

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	$ 0	02/06/2012	C			27,675	(9)	(10)	Class A Common Stock	27,675

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025	X			

Signatures

/s/ Valentina Margulis, as attorney-in-fact for L. John Doerr	02/08/2012
**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) 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 the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.

(2) 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $600.00 to $600.99.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $602.00 to $602.50.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $604.48 to $604.49.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $605.00 to $605.93.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $606.00 to $606.50.

(8) 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: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date (July 6, 2011) and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates.

(9) There is no exercisable date for the Issuer's Class B Common Stock.

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

Remarks:

Reporting Person will provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full informa

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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