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

OMB

OMB APPROVAL

Number:

3235-0287

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

DOERR L JOHN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Google Inc. [GOOG] (Last) (First) (Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

02/06/2012

_X__ Director 10% Owner Officer (give title Other (specify

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

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativo	e Secu	rities Acquire	ed, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) or TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		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)		
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

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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 <u>(6)</u>	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.

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.

SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sect
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Ins
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			

and 5)

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			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

Director 10% Owner Officer Other

DOERR L JOHN

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

MENLO PARK, CA 94025

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).
- 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.
- 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.

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Remarks:

Reporting Person will provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

a currently valid OMB number.