Google Inc.
Form 4
May 24, 2012

FORM 4

OMB APPROVAL

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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

(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)

05/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__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)	05/24/2012		S		3	D	$ 599.27 (2)	53,328	I	By Family Foundation
Class A Common Stock (1)	05/24/2012		S		54	D	$ 600.4748 (3)	53,274	I	By Family Foundation
Class A Common Stock (1)	05/24/2012		S		45	D	$ 601.4163 (4)	53,229	I	By Family Foundation
Class A Common Stock (1)	05/24/2012		S		104	D	$ 602.5546 (5)	53,125	I	By Family Foundation

Class A Common Stock (1)	05/24/2012	S	51	D	$ 603.4935 (6)	53,074	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	S	56	D	$ 604.6795 (7)	53,018	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	S	46	D	$ 605.5747 (8)	52,972	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	S	18	D	$ 606.6183 (9)	52,954	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	S	20	D	$ 607.6331 (10)	52,934	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	S	11	D	$ 608.286 (11)	52,923	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	S	33	D	$ 609.1655 (12)	52,890	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	S	6	D	$ 610.615 (13)	52,884	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	S	3	D	$ 611.365 (14)	52,881	I	By Family Foundation
Class A Common Stock (1)	05/24/2012	C	375	A	$ 0	375	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	3	D	$ 599.27 (2)	372	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	45	D	$ 600.4748 (3)	327	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	38	D	$ 601.4163 (4)	289	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	86	D	$ 602.5546 (5)	203	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	43	D	$ 603.4935 (6)	160	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	46	D	$ 604.6795 (7)	114	I	By Limited Partnership I

Class A Common Stock (1)	05/24/2012	S	38	D	$ 605.5747 (8)	76	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	15	D	$ 606.6183 (9)	61	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	16	D	$ 607.6331 (10)	45	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	9	D	$ 608.286 (11)	36	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	28	D	$ 609.1655 (12)	8	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	5	D	$ 610.615 (13)	3	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2012	S	3	D	$ 611.365 (14)	0	I	By Limited Partnership I
Class A Common Stock (1)						15,320	D	
Google Stock Unit (15)						62,508	D	

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe

								Shares
Class B Common Stock	$ 0	05/24/2012	C	375	(16)	(17)	Class A Common Stock	37
Class B Common Stock	$ 0				(16)	(17)	Class A Common Stock	1,194
Class B Common Stock	$ 0				(16)	(17)	Class A Common Stock	1,586
Class B Common Stock	$ 0				(16)	(17)	Class A Common Stock	5,566
Option To Purchase Class A Common Stock	$ 612				(18)	02/02/2021	Class A Common Stock	181,

Reporting Owners

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

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt	05/24/2012
**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)	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.
(2)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $599.27 to $600.00, 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 (14) 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 $600.01 to $601.00, inclusive.
(4)	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.
(5)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $602.01 to $603.00, inclusive.

(6)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $603.01 to $604.00, inclusive.
(7)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $604.01 to $605.00, inclusive.
(8)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $605.01 to $606.00, inclusive.
(9)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $606.01 to $607.00, inclusive.
(10)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $607.01 to $608.00, inclusive.
(11)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $608.01 to $609.00, inclusive.
(12)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $609.01 to $610.00, inclusive.
(13)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $610.01 to $611.00, inclusive.
(14)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $611.01 to $612.00, inclusive.
(15)	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.
(16)	All shares are exercisable as of the transaction date.
(17)	There is no expiration date for the Issuer's Class B Common Stock.
(18)	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:

This Form 4 is one of two Form 4s filed on May 24, 2012 for transactions effected by the Reporting Person on May 24

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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