DOERR L JOHN
Form 4
October 31, 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 *
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)
10/31/2012

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)	10/25/2012		J(2)	V	14	D	$ 0	453	D	
Class A Common Stock	10/25/2012		J(2)	V	14	A	$ 0	1,476	D	
Google Stock Unit (3)	10/25/2012		J(2)	V	13	D	$ 0	552	D	
Class A Common Stock	10/25/2012		J(2)	V	13	A	$ 0	1,489	D	

Class A Common Stock (4)	10/31/2012	C	19,652	A	$ 0	19,652	I	Vallejo Ventures Trust
Class A Common Stock (4)	10/31/2012	S	1,500	D	$ 676	18,152	I	Vallejo Ventures Trust
Class A Common Stock (4)	10/31/2012	S	3,000	D	$ 677.4631 (5)	15,152	I	Vallejo Ventures Trust
Class A Common Stock (4)	10/31/2012	S	4,652	D	$ 678.1775 (6)	10,500	I	Vallejo Ventures Trust
Class A Common Stock (4)	10/31/2012	S	7,500	D	$ 679.0643 (7)	3,000	I	Vallejo Ventures Trust
Class A Common Stock (4)	10/31/2012	S	3,000	D	$ 680	0	I	Vallejo Ventures Trust
Google Stock Unit (8)						318	D	
Google Stock Unit (9)						276	D	
Class A Common Stock						110,351	I	The Benificus Foundation
Class A Common Stock						18,656	I	L. John Doerr Ttee The Austin 1999 Trust dtd 5/25/99
Class A Common Stock						18,656	I	L. John Doerr Ttee The Hampton 1999 Trust dtd 5/25/99

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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Class B Common Stock	$ 0	10/31/2012		C			19,652	(10)	(11)	Class A Common Stock	19,6
Class B Common Stock	$ 0							(10)	(11)	Class A Common Stock	1,85
Class B Common Stock	$ 0							(10)	(11)	Class A Common Stock	160,9

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	10/31/2012
**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 GSUs vest as follows: 1/48th vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
(2)	Vesting of GSUs grant of which was previously reported in Form 4.
(3)	The GSUs vest as follows: 1/48th vests on the 25th calendar day of the month following the vesting start date and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11, 2012.
(4)	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.
(5)	The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $677.19 to $677.95, 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 (5) through (7) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $678.00 to $678.50.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $679.00 to $679.45.

(8) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.

(9) 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 vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is August 5, 2009.

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

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

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Re

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