Kordestani Omid
Form 4
August 28, 2008

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 *
Kordestani Omid

(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)
08/25/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, World Wide Sales/Oper.

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)	08/25/2008		S		100	D	$ 482.28	320,186	D	
Class A Common Stock (1)	08/25/2008		S		100	D	$ 482.99	320,086	D	
Class A Common Stock (1)	08/25/2008		S		200	D	$ 490.41	319,886	D	
Class A Common	08/25/2008		S		100	D	$ 489.34	319,786	D	

Stock [(1)]							
Class A Common Stock [(1)]	08/25/2008	S	100	D	$ 482.85	319,686	D
Class A Common Stock [(1)]	08/25/2008	S	200	D	$ 488.87	319,486	D
Class A Common Stock [(1)]	08/25/2008	S	200	D	$ 486.69	319,286	D
Class A Common Stock [(1)]	08/25/2008	S	400	D	$ 483.11	318,886	D
Class A Common Stock [(1)]	08/25/2008	S	200	D	$ 482.98	318,686	D
Class A Common Stock [(1)]	08/25/2008	S	100	D	$ 483.38	318,586	D
Class A Common Stock [(1)]	08/25/2008	S	200	D	$ 483.12	318,386	D
Class A Common Stock [(1)]	08/25/2008	S	200	D	$ 485.14	318,186	D
Class A Common Stock [(1)]	08/25/2008	S	51	D	$ 488.5	318,135	D
Class A Common Stock [(1)]	08/25/2008	S	100	D	$ 491	318,035	D
Class A Common Stock [(1)]	08/25/2008	S	100	D	$ 484	317,935	D
Class A Common Stock [(1)]	08/25/2008	S	200	D	$ 482.44	317,735	D
Class A Common Stock [(1)]	08/25/2008	S	200	D	$ 484.1	317,535	D
Class A Common Stock [(1)]	08/25/2008	S	200	D	$ 488.86	317,335	D

Class A Common Stock (1)	08/25/2008	S	24	D	$ 482.5	317,311	D	
Class A Common Stock (1)	08/25/2008	S	100	D	$ 485.75	317,211	D	
Class A Common Stock (1)	08/25/2008	S	100	D	$ 482.45	317,111	D	
Class A Common Stock (1)	08/25/2008	S	100	D	$ 483.75	317,011	D	
Class A Common Stock (1)	08/25/2008	S	49	D	$ 488.39	316,962	D	
Class A Common Stock (1)	08/25/2008	S	200	D	$ 485.81	316,762	D	
Class A Common Stock (1)	08/25/2008	S	100	D	$ 484.02	316,662	D	
Class A Common Stock (1)	08/25/2008	S	200	D	$ 483.27	316,462	D	
Class A Common Stock (1)	08/25/2008	S	100	D	$ 489.87	316,362	D	
Class A Common Stock (1)	08/25/2008	S	100	D	$ 482.73	316,262	D	
Class A Common Stock						61,723	I	By Trust I
Google Stock Unit (2)						17,188	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 of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option To Purchase Class A Common Stock	$ 448.23							(3)	03/01/2017	Class A Common Stock	36,748	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP, World Wide Sales/Oper.	

Signatures

/s/ Rumit Kanakia, attorney-in-fact for Omid Kordestani	08/28/2008
**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 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 on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(3) 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:
Filing 2 of 2

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

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