

Google Inc.
Form 4
September 08, 2008

FORM 4

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosenberg Jonathan J

(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)
09/04/2008

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 ____ Other (specify
below) below)

VP Prod. Mgmt.

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	09/04/2008		C		191	A	\$ 0	4,259	D	
Class A Common Stock	09/04/2008		G	V	191	A	\$ 0	26,941	I	By Trust
Class A Common Stock	09/04/2008		G	V	191	D	\$ 0	4,068	D	
Class A Common	09/04/2008		S		20	D	\$ 452.54	26,921	I	By Trust

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Stock								
Class A Common Stock	09/04/2008	S	19	D	\$ 452.7416	26,902	I	By Trust
Class A Common Stock	09/04/2008	S	19	D	\$ 456.5106	26,883	I	By Trust
Class A Common Stock	09/04/2008	S	19	D	\$ 456.6828	26,864	I	By Trust
Class A Common Stock	09/04/2008	S	19	D	\$ 457.035	26,845	I	By Trust
Class A Common Stock	09/04/2008	S	19	D	\$ 458.2416	26,826	I	By Trust
Class A Common Stock	09/04/2008	S	19	D	\$ 458.7118	26,807	I	By Trust
Class A Common Stock	09/04/2008	S	19	D	\$ 458.9964	26,788	I	By Trust
Class A Common Stock	09/04/2008	S	19	D	\$ 460	26,769	I	By Trust
Class A Common Stock	09/04/2008	S	19	D	\$ 460.7816	26,750	I	By Trust
Class A Common Stock						270	I	By Trust 3
Class A Common Stock						270	I	By Trust 2
Google Stock Unit ⁽¹⁾						12,500	D	

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

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(9-02)

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	09/04/2008		M		191		<u>(2)</u>	<u>(3)</u>	Class A Common Stock	191
Option To Purchase Class B Common Stock	\$ 5	09/04/2008		M		191		<u>(4)</u>	07/18/2013	Class B Common Stock	191
Class B Common Stock	\$ 0	09/04/2008		C		191		<u>(2)</u>	<u>(3)</u>	Class A Common Stock	191
Option To Purchase Class A Common Stock	\$ 448.23							<u>(5)</u>	03/01/2017	Class A Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	VP Prod. Mgmt.

Signatures

/s/ Rumit Kanakia, attorney-in-fact for Jonathan J. Rosenberg 09/08/2008

__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).

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.

(1)

(2) All shares are exercisable as of the transaction date.

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

Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.

(4)

(5) 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:

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction with

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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