

Google Inc.  
Form 4  
September 23, 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 \*  
**HENNESSY JOHN L**

(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)  
**09/22/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                           |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008                              |                                                             | C                                       |                                                                         | 140                                                                                                                | A                                                                       | \$ 0 140                                                          |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008                              |                                                             | S                                       |                                                                         | 14                                                                                                                 | D                                                                       | \$ 439.672 126                                                    |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008                              |                                                             | S                                       |                                                                         | 14                                                                                                                 | D                                                                       | \$ 440.4418 112                                                   |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008                              |                                                             | S                                       |                                                                         | 15                                                                                                                 | D                                                                       | \$ 441.6428 97                                                    |

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Stock <sup>(4)</sup>

|                                           |            |   |    |   |                |       |   |          |
|-------------------------------------------|------------|---|----|---|----------------|-------|---|----------|
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008 | S | 15 | D | \$<br>442.0374 | 82    | D |          |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008 | S | 14 | D | \$<br>443.0394 | 68    | D |          |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008 | S | 12 | D | \$ 445.438     | 56    | D |          |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008 | S | 14 | D | \$<br>443.3154 | 42    | D |          |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008 | S | 14 | D | \$<br>444.2634 | 28    | D |          |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008 | S | 14 | D | \$<br>445.9654 | 14    | D |          |
| Class A<br>Common<br>Stock <sup>(4)</sup> | 09/22/2008 | S | 14 | D | \$ 454         | 0     | D |          |
| Class A<br>Common<br>Stock                |            |   |    |   |                | 4,308 | I | By 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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. De<br>Se<br>(In |                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------|------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title              | Amount<br>or<br>Number |

|                                                        |       |            |   |     |            |            |                            |     | of<br>Shares |
|--------------------------------------------------------|-------|------------|---|-----|------------|------------|----------------------------|-----|--------------|
| Option<br>To<br>Purchase<br>Class B<br>Common<br>Stock | \$ 20 | 09/22/2008 | M | 140 | <u>(1)</u> | 04/28/2014 | Class B<br>Common<br>Stock | 140 |              |
| Class B<br>Common<br>Stock                             | \$ 0  | 09/22/2008 | M | 140 | <u>(3)</u> | <u>(2)</u> | Class A<br>Common<br>Stock | 140 |              |
| Class B<br>Common<br>Stock                             | \$ 0  | 09/22/2008 | C | 140 | <u>(3)</u> | <u>(2)</u> | Class A<br>Common<br>Stock | 140 |              |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                            | Director      | 10% Owner | Officer | Other |
| HENNESSY JOHN L<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 |               |           | X       |       |

## Signatures

/s/ Rumit Kanakia, attorney-in-fact for John L.  
Hennessy

09/23/2008

\_\_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) The option vests and becomes exercisable as to 1/5th of the shares on March 18, 2005 and 1/60th of shares each month thereafter.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) All shares are exercisable as of the transaction date.
- (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.

### Remarks:

\*\*\*All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.\*\*\*

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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