

Kordestani Omid  
Form 4  
September 30, 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 \*  
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)  
09/30/2008

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)

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 <u>(1)</u> | 09/30/2008                           |                                                    | S                              |                                                                   | 200    | D          | \$ 400                                                                                        | 283,503                                                  | D                                                     |
| Class A Common Stock <u>(1)</u> | 09/30/2008                           |                                                    | S                              |                                                                   | 100    | D          | \$ 400.16                                                                                     | 283,403                                                  | D                                                     |
| Class A Common Stock <u>(1)</u> | 09/30/2008                           |                                                    | S                              |                                                                   | 100    | D          | \$ 400.29                                                                                     | 283,303                                                  | D                                                     |
| Class A Common                  | 09/30/2008                           |                                                    | S                              |                                                                   | 100    | D          | \$ 400.51                                                                                     | 283,203                                                  | D                                                     |

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|                                           |            |   |     |   |           |         |   |
|-------------------------------------------|------------|---|-----|---|-----------|---------|---|
| Stock <sup>(1)</sup>                      |            |   |     |   |           |         |   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 407.8  | 283,103 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 407.88 | 283,003 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 408.52 | 282,903 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 410.11 | 282,803 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 410.37 | 282,703 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 410.72 | 282,603 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 410.76 | 282,503 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 411.06 | 282,403 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 411.84 | 282,303 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 412.48 | 282,203 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 412.49 | 282,103 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 26  | D | \$ 412.54 | 282,077 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 412.77 | 281,977 | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 413    | 281,877 | D |

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|                                           |            |   |     |   |              |         |   |            |
|-------------------------------------------|------------|---|-----|---|--------------|---------|---|------------|
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$<br>413.31 | 281,777 | D |            |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$<br>413.42 | 281,677 | D |            |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$<br>413.64 | 281,577 | D |            |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$ 414       | 281,477 | D |            |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/30/2008 | S | 100 | D | \$<br>414.25 | 281,377 | D |            |
| Class A<br>Common<br>Stock                |            |   |     |   |              | 61,723  | I | By Trust I |
| Google<br>Stock Unit<br><sup>(2)</sup>    |            |   |     |   |              | 15,625  | D |            |

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

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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<br>of (D)<br>(Instr. 3,<br>4, 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. Price<br>of<br>Derivative<br>Security<br>(Instr. 3) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                  | Amount<br>or<br>Number<br>of Shares |
| Option<br>To<br>Purchase                            | \$ 448.23                                                          |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | <u>(3)</u>                                                          | 03/01/2017         | Class A<br>Common<br>Stock                             | 36,748                              |

**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.

/s/ Rumit Kanakia, attorney-in-fact for Omid Kordestani

09/30/2008

          \*\*Signature of Reporting Person

Date \_\_\_\_\_

\* 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:**

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

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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