

Google Inc.  
Form 4  
October 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)  
10/07/2008

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            | 10/07/2008                           |                                                    | C                              |                                                                   | 191    | A          | \$ 0        | 4,259                                                                                         | D                                                        |                                                       |
| Class A Common Stock            | 10/07/2008                           |                                                    | G                              | V                                                                 | 191    | A          | \$ 0        | 26,941                                                                                        | I                                                        | By Trust                                              |
| Class A Common Stock            | 10/07/2008                           |                                                    | G                              | V                                                                 | 191    | D          | \$ 0        | 4,068                                                                                         | D                                                        |                                                       |
| Class A Common                  | 10/07/2008                           |                                                    | S                              |                                                                   | 19     | D          | \$ 350.7262 | 26,922                                                                                        | I                                                        | By Trust                                              |

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Stock

|                                        |            |   |    |   |                |        |   |               |
|----------------------------------------|------------|---|----|---|----------------|--------|---|---------------|
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 19 | D | \$<br>351.1604 | 26,903 | I | By Trust      |
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 19 | D | \$<br>351.8514 | 26,884 | I | By Trust      |
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 19 | D | \$<br>353.2114 | 26,865 | I | By Trust      |
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 19 | D | \$<br>354.1718 | 26,846 | I | By Trust      |
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 19 | D | \$<br>355.8166 | 26,827 | I | By Trust      |
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 19 | D | \$<br>355.8312 | 26,808 | I | By Trust      |
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 20 | D | \$<br>358.3822 | 26,788 | I | By Trust      |
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 19 | D | \$<br>358.4902 | 26,769 | I | By Trust      |
| Class A<br>Common<br>Stock             | 10/07/2008 | S | 19 | D | \$ 373.53      | 26,750 | I | By Trust      |
| Class A<br>Common<br>Stock             |            |   |    |   |                | 270    | I | By Trust<br>3 |
| Class A<br>Common<br>Stock             |            |   |    |   |                | 270    | I | By Trust<br>2 |
| Google<br>Stock<br>Unit <sup>(1)</sup> |            |   |    |   |                | 12,500 | D |               |

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

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SEC 1474  
(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                                                   | 10/07/2008                           |                                                    | M                              |                                                                                         | 191                                                      |     | (2)                                                           | (3)             | Class A Common Stock                                       | 191                        |
| Option To Purchase Class B Common Stock    | \$ 5                                                   | 10/07/2008                           |                                                    | M                              |                                                                                         | 191                                                      |     | (4)                                                           | 07/18/2013      | Class B Common Stock                                       | 191                        |
| Class B Common Stock                       | \$ 0                                                   | 10/07/2008                           |                                                    | C                              |                                                                                         | 191                                                      |     | (2)                                                           | (3)             | Class A Common Stock                                       | 191                        |
| Option To Purchase Class A Common Stock    | \$ 448.23                                              |                                      |                                                    |                                |                                                                                         |                                                          |     | (5)                                                           | 03/01/2017      | Class A Common Stock                                       | 40,000                     |

## Reporting Owners

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

## Signatures

/s/ Rumit Kanakia, attorney-in-fact for Jonathan J. Rosenberg 10/08/2008

\_\_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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