

Rosenberg Jonathan J
Form 4
September 04, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

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

SVP Prod. Mgmt.

(Street)

6. Individual or Joint/Group Filing(Check Applicable Line)

MOUNTAIN VIEW, CA 94043

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price	
Class A Common Stock	09/02/2009		C		216	A	\$ 0 1,572	D
Class A Common Stock	09/02/2009		G	V	216	D	\$ 0 1,356	D
Class A Common Stock	09/02/2009		G	V	216	A	\$ 0 26,053	I By Trust
Class A Common	09/02/2009		S		18	D	\$ 26,035 453.2354	I By Trust

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Stock									
Class A Common Stock	09/02/2009	S	18	D	\$ 453.5686	26,017	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 453.7488	25,999	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 453.7774	25,981	I	By Trust	
Class A Common Stock	09/02/2009	S	16	D	\$ 453.7586	25,965	I	By Trust	
Class A Common Stock	09/02/2009	S	2	D	\$ 453.7762	25,963	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 453.9898	25,945	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 454.0352	25,927	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 454.054	25,909	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 454.22	25,891	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 454.6474	25,873	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 454.742	25,855	I	By Trust	
Class A Common Stock	09/02/2009	S	18	D	\$ 455.4	25,837	I	By Trust	
Class A Common Stock						2,473	I	By GRAT	
Class A Common Stock						2,473	I	By GRAT 2	

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Class A Common Stock		270	I	By Trust 2
Class A Common Stock		270	I	By Trust 3
Google Stock Unit ⁽¹⁾		7,500	D	
Google Stock Unit ⁽¹⁾		17,069	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 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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 5	09/02/2009		M	216	⁽²⁾ 07/18/2013	Class B Common Stock	216	
Class B Common Stock	\$ 0	09/02/2009		M	216	⁽³⁾ ⁽⁴⁾	Class A Common Stock	216	
Class B Common Stock	\$ 0	09/02/2009		C	216	⁽³⁾ ⁽⁴⁾	Class A Common Stock	216	
	\$ 308.57					⁽⁵⁾ 03/01/2017		40,000	

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