

Rosenberg Jonathan J
Form 4
June 08, 2010

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)
C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Prod. Mgmt.

(Street)
MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Google Stock Unit (1)	06/04/2010		F		499 D \$ 504.98	12,303	D
Google Stock Unit (1)	06/04/2010		C		568 D \$ 0	11,735	D
Class A Common Stock	06/04/2010		C		568 A \$ 0	4,175	D
Class A Common	06/04/2010		C		239 A \$ 0	4,414	D

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Stock									
Class A Common Stock	06/04/2010	G	V	239	D	\$ 0	4,175	D	
Class A Common Stock	06/04/2010	G	V	239	A	\$ 0	26,898	I	By Trust
Class A Common Stock	06/04/2010	S		100	D	\$ 497.94	26,798	I	By Trust
Class A Common Stock	06/04/2010	S		39	D	\$ 500	26,759	I	By Trust
Class A Common Stock	06/04/2010	S		50	D	\$ 500.04	26,709	I	By Trust
Class A Common Stock	06/04/2010	S		50	D	\$ 502.65	26,659	I	By Trust
Class A Common Stock	06/07/2010	C		239	A	\$ 0	4,414	D	
Class A Common Stock	06/07/2010	G	V	239	D	\$ 0	4,175	D	
Class A Common Stock	06/07/2010	G	V	239	A	\$ 0	26,898	I	By Trust
Class A Common Stock	06/07/2010	S		139	D	\$ 491.56	26,759	I	By Trust
Class A Common Stock	06/07/2010	S		100	D	\$ 498.59	26,659	I	By Trust
Google Stock Unit <u>(1)</u>							3,750	D	
Class A Common Stock							1,913	I	By GRAT
Class A Common Stock							2,193	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

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	06/04/2010		M		(2) 07/18/2013	Class B Common Stock	239	
Class B Common Stock	\$ 0	06/04/2010		M		(3) (4)	Class A Common Stock	239	
Class B Common Stock	\$ 0	06/04/2010		C		(3) (4)	Class A Common Stock	239	
Option To Purchase Class B Common Stock	\$ 5	06/07/2010		M		(2) 07/18/2013	Class B Common Stock	239	
	\$ 0	06/07/2010		M		(3) (4)		239	

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- (5) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.
- (6) 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is 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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