Google Inc. Form 4 November 28, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

Class A

Common

11/27/2007

(Print or Type Responses)

HENNESSY JOHN L Syr			2. Issuer Name <b>and</b> Ticker or Trading Symbol Google Inc. [GOOG]				5	5. Relationship of Reporting Person(s) to Issuer		
	(First) GLE INC., 1600 IEATRE PARKV			of Earliest T Day/Year) 2007	ransaction	1	_	_X Director Officer (give to below)		Owner er (specify
MOUNTA	(Street) IN VIEW, CA 94			endment, D nth/Day/Yea	_	nal	- -	5. Individual or Joi Applicable Line) X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)		esed of 4 and (A) or	` '	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)
Class A Common Stock (1)	11/27/2007			С	200	A	\$ 0	200	D	
Class A Common Stock (1)	11/27/2007			S	20	D	\$ 660.81	180	D	
Class A Common Stock (1)	11/27/2007			S	20	D	\$ 662.47	160	D	

S

3

\$ 664.01 157

D

Stock (1)								
Class A Common Stock (1)	11/27/2007	S	17	D	\$ 664.07	140	D	
Class A Common Stock (1)	11/27/2007	S	20	D	\$ 664.735	120	D	
Class A Common Stock (1)	11/27/2007	S	20	D	\$ 666.46	100	D	
Class A Common Stock (1)	11/27/2007	S	20	D	\$ 669.74	80	D	
Class A Common Stock (1)	11/27/2007	S	20	D	\$ 671.5	60	D	
Class A Common Stock (1)	11/27/2007	S	20	D	\$ 658.53	40	D	
Class A Common Stock (1)	11/27/2007	S	20	D	\$ 668.2	20	D	
Class A Common Stock (1)	11/27/2007	S	20	D	\$ 674.87	0	D	
Class A Common Stock						4,908	I	By Trust

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities	· ·		(I
	Derivative				Acquired			
	Security				(A) or			
	·				Disposed of			
					(D)			
					(Instr. 3, 4,			

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and 5)

			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 20	11/27/2007	M		200	(2)	04/28/2014	Class B Common Stock	200
Class B Common Stock	\$ 0	11/27/2007	M	200		<u>(3)</u>	<u>(4)</u>	Class A Common Stock	200
Class B Common Stock	\$ 0	11/27/2007	С		200	(3)	<u>(4)</u>	Class A Common Stock	200

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
topoloning of the Fitting of Fitting	Director	10% Owner	Officer	Other			
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X						

# **Signatures**

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

\*\*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) 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.
- (2) 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.
- (3) All shares are exercisable as of the transaction date.
- (4) There is no expiration date for the Issuer's Class B Common Stock.

#### 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.

Reporting Owners 3

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