HENNESSY JOHN L

Form 4

March 25, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

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

response...

burden hours per

1(b).

(Print or Type Responses)

1. Name and Addr HENNESSY Jo	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify below)		
(Last) C/O GOOGLE AMPHITHEA			3. Date of Earliest Transaction (Month/Day/Year) 03/20/2008			
MOUNTAIN V	(Street)	94043	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIISU: 1)	
Class A Common Stock (4)	03/20/2008		С	140	A	\$0	140	D	
Class A Common Stock (4)	03/20/2008		S	14	D	\$ 424.46	126	D	
Class A Common Stock (4)	03/20/2008		S	28	D	\$ 429.9	98	D	
Class A Common	03/20/2008		S	14	D	\$ 421.23	84	D	

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Stock (4)								
Class A Common Stock (4)	03/20/2008	S	14	D	\$ 421.24	70	D	
Class A Common Stock (4)	03/20/2008	S	14	D	\$ 422.08	56	D	
Class A Common Stock (4)	03/20/2008	S	14	D	\$ 422.76	42	D	
Class A Common Stock (4)	03/20/2008	S	14	D	\$ 423.04	28	D	
Class A Common Stock (4)	03/20/2008	S	14	D	\$ 423.66	14	D	
Class A Common Stock (4)	03/20/2008	S	14	D	\$ 425.37	0	D	
Class A Common Stock						4,308	I	By Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Exer	cisable and	7. Title and	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof	Expiration D	ate	Underlying S	Securities
Security	or Exercise		any	Code	Derivative	(Month/Day	/Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities				
	Derivative				Acquired				
	Security				(A) or				
	·				Disposed of	•			
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration		or
						Exercisable	Date	Title	Number
						Exercisable	Date		of
				Code V	(A) (D)				Shares
	¢ 20	02/20/2000		M	1.40	(1)	04/20/2014		1.40
	\$ 20	03/20/2008		M	140	(1)	04/28/2014		140

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Option To Purchase Class B Common Stock								Class B Common Stock	
Class B Common Stock	\$ 0	03/20/2008	M	140		<u>(3)</u>	(2)	Class A Common Stock	140
Class B Common Stock	\$ 0	03/20/2008	C		140	(3)	(2)	Class A Common Stock	140

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043



Signatures

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

03/25/2008

**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).
- (1) 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.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) All shares are exercisable as of the transaction date.
- (4) 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.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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