Google Inc. Form 4 February 03, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number: Expires:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * OTELLINI PAUL S

Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Last)

(Middle)

Google Inc. [GOOG]

(Check all applicable)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction

(Month/Day/Year) 01/30/2009

_X__ Director 10% Owner _ Other (specify Officer (give title below)

(Street) 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

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acqui	red, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	sed of	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)
Class A Common Stock (1)	01/30/2009		С	13,000	` ′	\$ 0	13,000	D	
Class A Common Stock (1)	01/30/2009		S	200	D	\$ 346.18	12,800	D	
Class A Common Stock (1)	01/30/2009		S	100	D	\$ 346.14	12,700	D	
Class A Common	01/30/2009		S	350	D	\$ 346.03	12,350	D	

01/30/2009	S	500	D	\$ 346.01	11,850	D
01/30/2009	S	2,010	D	\$ 346	9,840	D
01/30/2009	S	200	D	\$ 345.87	9,640	D
01/30/2009	S	200	D	\$ 345.81	9,440	D
01/30/2009	S	100	D	\$ 345.8	9,340	D
01/30/2009	S	140	D	\$ 345.72	9,200	D
01/30/2009	S	1,061	D	\$ 345.69	8,139	D
01/30/2009	S	100	D	\$ 345.65	8,039	D
01/30/2009	S	139	D	\$ 345.62	7,900	D
01/30/2009	S	100	D	\$ 345.59	7,800	D
01/30/2009	S	100	D	\$ 345.57	7,700	D
01/30/2009	S	400	D	\$ 345.56	7,300	D
01/30/2009	S	300	D	\$ 345.55	7,000	D
01/30/2009	S	200	D	\$ 345.53	6,800	D
	01/30/2009 01/30/2009 01/30/2009 01/30/2009 01/30/2009 01/30/2009 01/30/2009 01/30/2009 01/30/2009 01/30/2009	01/30/2009 S 01/30/2009 S	01/30/2009 S 2,010 01/30/2009 S 200 01/30/2009 S 200 01/30/2009 S 100 01/30/2009 S 1,061 01/30/2009 S 100 01/30/2009 S 100 01/30/2009 S 100 01/30/2009 S 100 01/30/2009 S 400 01/30/2009 S 300	01/30/2009 S 2,010 D 01/30/2009 S 200 D 01/30/2009 S 200 D 01/30/2009 S 100 D 01/30/2009 S 1,061 D 01/30/2009 S 100 D 01/30/2009 S 100 D 01/30/2009 S 100 D 01/30/2009 S 100 D 01/30/2009 S 400 D 01/30/2009 S 300 D	01/30/2009 S 2,010 D \$ 346 01/30/2009 S 200 D \$ 345.87 01/30/2009 S 200 D \$ 345.81 01/30/2009 S 100 D \$ 345.8 01/30/2009 S 140 D \$ 345.72 01/30/2009 S 1,061 D \$ 345.69 01/30/2009 S 100 D \$ 345.65 01/30/2009 S 100 D \$ 345.59 01/30/2009 S 100 D \$ 345.56 01/30/2009 S 300 D \$ 345.56 01/30/2009 S 300 D \$ 345.55	01/30/2009 S 2,010 D \$ 346 9,840 01/30/2009 S 200 D \$ 345.87 9,640 01/30/2009 S 200 D \$ 345.81 9,440 01/30/2009 S 100 D \$ 345.8 9,340 01/30/2009 S 140 D \$ 345.72 9,200 01/30/2009 S 1,061 D \$ 345.69 8,139 01/30/2009 S 100 D \$ 345.65 8,039 01/30/2009 S 100 D \$ 345.62 7,900 01/30/2009 S 100 D \$ 345.57 7,700 01/30/2009 S 400 D \$ 345.56 7,300 01/30/2009 S 300 D \$ 345.55 7,000

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Class A Common Stock (1)	01/30/2009	S	200	D	\$ 345.52	6,600	D	
Class A Common Stock (1)	01/30/2009	S	100	D	\$ 345.5	6,500	D	
Class A Common Stock (1)	01/30/2009	S	200	D	\$ 345.49	6,300	D	
Class A Common Stock (1)	01/30/2009	S	566	D	\$ 345.48	5,734	D	
Class A Common Stock (1)	01/30/2009	S	200	D	\$ 345.47	5,534	D	
Class A Common Stock (1)	01/30/2009	S	100	D	\$ 345.35	5,434	D	
Class A Common Stock (1)	01/30/2009	S	200	D	\$ 345.34	5,234	D	
Class A Common Stock (1)	01/30/2009	S	134	D	\$ 345.33	5,100	D	
Class A Common Stock (1)	01/30/2009	S	300	D	\$ 345.32	4,800	D	
Class A Common Stock						2,025	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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

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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Class B Common Stock	\$ 0	01/30/2009	M		13,000		(2)	(3)	Class A Common Stock	13,0
Option To Purchase Class B Common Stock	\$ 35	01/30/2009	M			13,000	<u>(4)</u>	04/28/2014	Class B Common Stock	13,0
Class B Common Stock	\$ 0	01/30/2009	C			13,000	(2)	<u>(3)</u>	Class A Common Stock	13,0

Reporting Owners

Reporting Owner Name / Address	Relationships								
topoloning of the Filmino, Filmino,	Director	10% Owner	Officer	Other					
OTELLINI PAUL S C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X								

Signatures

/s/ Rumit Kanakia as attorney-in-fact for Paul S Otellini 02/03/2009

**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) There is no exercisable date for the Issuer's Class B Common Stock.
- (3) There is no expiration date for the Issuer's Class B Common Stock.
- (4) Option vests at a rate of 1/5th per year, 1/60th per month until the option fully vests, with a vesting start date of April 28, 2004.

Remarks:

Filing 1 of 2

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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