

Rosenberg Jonathan J
Form 4
September 08, 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

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)	(A) or (D)	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	Price		
Class A Common Stock	09/04/2009		C		215	\$ 0	D	
Class A Common Stock	09/04/2009		G	V	215	\$ 0	D	
Class A Common Stock	09/04/2009		G	V	215	\$ 0	I	By Trust
Class A Common	09/04/2009		S		9	\$ 456.24	I	By Trust

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Stock									
Class A Common Stock	09/04/2009	S	9	D	\$ 456.2562	26,034	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 457.57	26,016	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 458.6928	25,998	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 458.93	25,980	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 459.503	25,962	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 459.7296	25,944	I	By Trust	
Class A Common Stock	09/04/2009	S	17	D	\$ 459.9786	25,927	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 460.2608	25,909	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 460.6744	25,891	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 460.7742	25,873	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 461.1076	25,855	I	By Trust	
Class A Common Stock	09/04/2009	S	18	D	\$ 461.2732	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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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	09/04/2009		M	215	⁽²⁾ 07/18/2013	Class B Common Stock	215	
Class B Common Stock	\$ 0	09/04/2009		M	215	⁽³⁾ ⁽⁴⁾	Class A Common Stock	215	
Class B Common Stock	\$ 0	09/04/2009		C	215	⁽³⁾ ⁽⁴⁾	Class A Common Stock	215	
	\$ 308.57					⁽⁵⁾ 03/01/2017		40,000	

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