

Rosenberg Jonathan J
Form 4
January 06, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

01/04/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP Prod. Mgmt.

6. Individual or Joint/Group Filing(Check Applicable Line)

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 01/04/2010 | | S | 6 D | \$ 624.91 | 2,327 | I By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 6 D | \$ 625.27 | 2,321 | I By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 5 D | \$ 625.32 | 2,316 | I By GRAT |
| Class A Common | 01/04/2010 | | S | 6 D | \$ 625.36 | 2,310 | I By GRAT |

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| | | | | | | | | | |
|----------------------------|------------|--|---|---|---|--------------|-------|---|------------|
| Stock | | | | | | | | | |
| Class A Common Stock | 01/04/2010 | | S | 5 | D | \$ 625.37 | 2,305 | I | By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 6 | D | \$ 625.47 | 2,299 | I | By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 6 | D | \$ 625.53 | 2,293 | I | By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 6 | D | \$ 625.87 | 2,287 | I | By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 6 | D | \$ 626.9 | 2,281 | I | By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 6 | D | \$ 626.96 | 2,275 | I | By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 6 | D | \$ 627.02 | 2,269 | I | By GRAT |
| Class A Common Stock | 01/04/2010 | | S | 6 | D | \$ 627.74 | 2,263 | I | By GRAT |
| 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.

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

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Deriva Securi (Instr. |
|---|--|---|---|--------------------------------------|---|--|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|

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| Security | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|-----------|--|---|------------------|-----------------|----------------------|----------------------------|
| | | Code | V | | | | |
| Option To Purchase Class A Common Stock | \$ 308.57 | | | (1) | 03/01/2017 | Class A Common Stock | 40,000 |
| Option To Purchase Class A Common Stock | \$ 318.92 | | | (2) | 03/04/2019 | Class A Common Stock | 34,138 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP Prod. Mgmt. | |

Signatures

/s/ Patty Chang, attorney-in-fact for Jonathan J. Rosenberg
 Date: 01/06/2010
 **Signature of Reporting Person

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 described in the Form 4 filed by the Reporting Person on May 11, 2009.
- (2) 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:

This form is two of two Form 4s filed on January 6, 2010 for transactions effected by the Reporting Person on January 4, 2010.
 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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