

Google Inc.
Form 4
July 07, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
07/03/2008

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 ____ Other (specify
below) below)

VP 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)				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	(A) or (D)	Price			
Class A Common Stock	07/03/2008		C		191	A	\$ 0	3,581	D	
Class A Common Stock	07/03/2008		G	V	191	D	\$ 0	3,390	D	
Class A Common Stock	07/03/2008		G	V	191	A	\$ 0	26,941	I	By Trust
Class A Common	07/03/2008		S		19	D	\$ 531	26,922	I	By Trust

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Stock

Class A Common Stock	07/03/2008	S	19	D	\$ 531.5628	26,903	I	By Trust
Class A Common Stock	07/03/2008	S	30	D	\$ 533.56	26,873	I	By Trust
Class A Common Stock	07/03/2008	S	35	D	\$ 535.6462	26,838	I	By Trust
Class A Common Stock	07/03/2008	S	50	D	\$ 537.5294	26,788	I	By Trust
Class A Common Stock	07/03/2008	S	19	D	\$ 537.9594	26,769	I	By Trust
Class A Common Stock	07/03/2008	S	19	D	\$ 538.872	26,750	I	By Trust
Class A Common Stock						270	I	By Trust 3
Class A Common Stock						270	I	By Trust 2

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

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(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 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. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

									of Shares
Class B Common Stock	\$ 0	07/03/2008	M	191	<u>(1)</u>	<u>(2)</u>		Class A Common Stock	191
Option To Purchase Class B Common Stock	\$ 5	07/03/2008	M	191	<u>(3)</u>	07/18/2013		Class B Common Stock	191
Class B Common Stock	\$ 0	07/03/2008	C	191	<u>(1)</u>	<u>(2)</u>		Class A Common Stock	191
Option To Purchase Class A Common Stock	\$ 448.23				<u>(4)</u>	03/01/2017		Class A Common Stock	40,000

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			VP Prod. Mgmt.	

Signatures

/s/ Robyn Marcello, attorney-in-fact for Jonathan J. Rosenberg

07/07/2008

__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) All shares are exercisable as of the transaction date.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.
- (4) 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction with

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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