

Arora Nikesh  
Form 4  
March 08, 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 \*  
Arora Nikesh

(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)  
03/04/2010

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)  
Pres, Global Sales & Bus Dev

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Google Stock Unit (1)	03/04/2010		F		1,720 D \$ 545.32	15,349	D
Google Stock Unit (1)	03/04/2010		C		2,547 D \$ 0	12,802	D
Class A Common Stock	03/04/2010		C		2,547 A \$ 0	2,547	D
Google Stock Unit	03/05/2010		F		1,013 D \$ 554.59	24,292	D

<u>(2)</u>	Google Stock Unit	03/05/2010	C	1,799	D	\$ 0	22,493	D
<u>(2)</u>	Class A Common Stock	03/05/2010	C	1,799	A	\$ 0	4,346	D
<u>(3)</u>	Google Stock Unit						27,107	D

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. Price of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 308.57					<u>(4)</u> 05/17/2016	Class A Common Stock	4,901	
Option To Purchase Class A Common Stock	\$ 308.57					<u>(5)</u> 11/22/2016	Class A Common Stock	5,500	
Option To	\$ 308.57					<u>(6)</u> 10/05/2017	Class A Common	6,667	



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- The option provides for vesting as follows: 1,749 shares shall vest on 9/9/09, 234 shares shall vest on 9/17/09, 233 shares shall vest on 10/17/09, 233 shares shall vest on 11/17/09, 234 shares shall vest on 12/17/09, 233 shares shall vest on 1/17/10, 233 shares shall vest on 2/17/10, 234 shares shall vest on 3/17/10, 233 shares shall vest on 4/17/10, 234 shares shall vest on 5/17/10 and 350 shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (4) The option provides for vesting as follows: 5,250 shares shall vest on 9/9/09 and 1/48th of the total option shall vest on 9/22/09 and each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (5) The option provides for vesting as follows: 2,500 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (6) The option provides for vesting as follows: 1,750 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (7) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (8)

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.