

Rosenberg Jonathan J
 Form 4
 December 03, 2010

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O GOOGLE INC., 1600
 AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/01/2010

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

(Street)
 MOUNTAIN VIEW, CA 94043

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

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

(City) (State) (Zip)

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 or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock	12/01/2010		S	6	D	\$ 562.82	1,389	I By GRAT
Class A Common Stock	12/01/2010		S	6	D	\$ 566.69	1,383	I By GRAT
Class A Common Stock	12/01/2010		S	6	D	\$ 566.7	1,377	I By GRAT
Class A Common	12/01/2010		S	6	D	\$ 567.16	1,371	I By GRAT

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Stock									
Class A Common Stock	12/01/2010	S	6	D	\$ 567.31	1,365	I	By GRAT	
Class A Common Stock	12/01/2010	S	5	D	\$ 567.91	1,360	I	By GRAT	
Class A Common Stock	12/01/2010	S	6	D	\$ 568.4	1,354	I	By GRAT	
Class A Common Stock	12/01/2010	S	5	D	\$ 568.55	1,349	I	By GRAT	
Class A Common Stock	12/01/2010	S	6	D	\$ 568.72	1,343	I	By GRAT	
Class A Common Stock	12/01/2010	S	6	D	\$ 568.74	1,337	I	By GRAT	
Class A Common Stock	12/01/2010	S	6	D	\$ 569.2	1,331	I	By GRAT	
Class A Common Stock	12/01/2010	S	6	D	\$ 569.86	1,325	I	By GRAT	
Google Stock Unit <u>(1)</u>	12/01/2010	A	4,999	A	\$ 0	4,999	D		
Google Stock Unit <u>(1)</u>	12/01/2010	F	584	D	\$ 555.71	1,916	D		
Google Stock Unit <u>(1)</u>	12/01/2010	C	666	D	\$ 0	1,250	D		
Class A Common Stock	12/01/2010	C	666	A	\$ 0	3,134	D		
Class A Common Stock	12/02/2010	C	240	A	\$ 0	3,374	D		
Class A Common Stock	12/02/2010	G	V 240	D	\$ 0	3,134	D		

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Class A Common Stock	12/02/2010		G	V	240	A	\$ 0	30,008	I	By Trust
Class A Common Stock	12/02/2010		S		40	D	\$ 568.32	29,968	I	By Trust
Class A Common Stock	12/02/2010		S		25	D	\$ 569.89	29,943	I	By Trust
Class A Common Stock	12/02/2010		S		75	D	\$ 571.62	29,868	I	By Trust
Class A Common Stock	12/02/2010		S		100	D	\$ 572.41	29,768	I	By Trust
Class A Common Stock								270	I	By Trust 2
Class A Common Stock								270	I	By Trust 3
Google Stock Unit (1)								10,669	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option To	\$ 564.35	12/01/2010		A	9,998	(2)	12/01/2020	Class A Common	9,998

								Stock		
Purchase Class A Common Stock										
Option To Purchase Class B Common Stock	\$ 5	12/02/2010	M	240	<u>(3)</u>	07/18/2013	Class B Common Stock	240		
Class B Common Stock	\$ 0	12/02/2010	M	240	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	240		
Class B Common Stock	\$ 0	12/02/2010	C	240	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	240		
Option To Purchase Class A Common Stock	\$ 308.57				<u>(6)</u>	03/01/2017	Class A Common Stock	40,000		
Option To Purchase Class A Common Stock	\$ 318.92				<u>(2)</u>	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/ Jonathan Frankel, attorney-in-fact for Jonathan J. Rosenberg

12/03/2010

**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).
- The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (1) The option provided for vesting as follows: 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.
- 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.
- (3) All shares are exercisable as of the transaction date.
 - (4) There is no expiration date for the Google Inc.'s Class B Common Stock.
 - (5) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.

Remarks:

This form is two of two Form 4s filed on December 3, 2010 for transactions effected by the Reporting Person on December 1, 2009.

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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