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Form 4  
January 13, 2011

**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 \*  
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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)

3. Date of Earliest Transaction (Month/Day/Year)  
01/11/2011

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

Pres, Products, Asst. Secty

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

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

MOUNTAIN VIEW, CA 94043

(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)	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	(D)	Price
Class A Common Stock <sup>(1)</sup>	01/11/2011		C		27,778	A	\$ 0 67,778
Class A Common Stock <sup>(1)</sup>	01/11/2011		S		500	D	\$ 617.5 67,278
Class A Common Stock <sup>(1)</sup>	01/11/2011		S		1,300	D	\$ 617.25 65,978
Class A Common	01/11/2011		S		70	D	\$ 65,908 617.005

Stock <u>(1)</u>							
Class A Common Stock <u>(1)</u>	01/11/2011	S	4,830	D	\$ 617	61,078	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	1,300	D	\$ 616.75	59,778	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	4,900	D	\$ 616.6	54,878	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	1,700	D	\$ 616.5	53,178	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	200	D	\$ 616.1	52,978	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	101	D	\$ 616.08	52,877	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	200	D	\$ 616.07	52,677	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	200	D	\$ 616.06	52,477	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	200	D	\$ 616.05	52,277	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	100	D	\$ 616.04	52,177	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	6,499	D	\$ 616	45,678	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	1,400	D	\$ 615.6	44,278	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	71	D	\$ 615.02	44,207	D
Class A Common Stock <u>(1)</u>	01/11/2011	S	4,207	D	\$ 615	40,000	D

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Class A Common Stock <sup>(1)</sup>	01/12/2011	C	27,778	A	\$ 0	67,778	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	72	D	\$ 618.77	67,706	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	3,328	D	\$ 618.75	64,378	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	3,600	D	\$ 618.5	60,778	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	3,400	D	\$ 617.75	57,378	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	421	D	\$ 617.5	56,957	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	1,800	D	\$ 617.25	55,157	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	4,000	D	\$ 617	51,157	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	300	D	\$ 616.67	50,857	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	618	D	\$ 616.66	50,239	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	482	D	\$ 616.64	49,757	D
Class A Common Stock <sup>(1)</sup>	01/12/2011	S	1,300	D	\$ 616.5	48,457	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)

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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. P Der Sec (Ins			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	01/11/2011		C		27,778		(2)	(3)	Class A Common Stock	27,778
Class B Common Stock	\$ 0	01/12/2011		C		27,778		(2)	(3)	Class A Common Stock	27,778

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Page Lawrence C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Pres, Products, Asst. Secty	

**Signatures**

/s/ Patty Chang as attorney-in-fact for Lawrence Page  
 \*\*Signature of Reporting Person  
 01/13/2011  
 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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

**Remarks:**

This form is one of two Form 4s filed on January 13, 2011 for transactions effected by the Reporting Person on January 11 and 12, 2011.

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.