

Rosenberg Jonathan J
 Form 4/A
 May 18, 2009

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

(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)
 05/04/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/06/2009

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)	(A) or (D)	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	Price		
Class A Common Stock	05/04/2009		C		216	\$ 0	D	
Class A Common Stock	05/04/2009		G	V	216	\$ 0	D	
Class A Common Stock	05/04/2009		G	V	216	\$ 0	I	By Trust
Class A Common	05/04/2009		S		18	\$ 398.06	I	By Trust

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Stock								
Class A Common Stock	05/04/2009	S	24	D	\$ 400.1532	27,711	I	By Trust
Class A Common Stock	05/04/2009	S	24	D	\$ 401.1476	27,687	I	By Trust
Class A Common Stock	05/04/2009	S	18	D	\$ 401.0176	27,669	I	By Trust
Class A Common Stock	05/04/2009	S	18	D	\$ 400.0786	27,651	I	By Trust
Class A Common Stock	05/04/2009	S	18	D	\$ 400.0384	27,633	I	By Trust
Class A Common Stock	05/04/2009	S	18	D	\$ 401.1386	27,615	I	By Trust
Class A Common Stock	05/04/2009	S	18	D	\$ 400.342	27,597	I	By Trust
Class A Common Stock	05/04/2009	S	18	D	\$ 398.94	27,579	I	By Trust
Class A Common Stock	05/04/2009	S	24	D	\$ 401.2896	27,555	I	By Trust
Class A Common Stock	05/04/2009	S	18	D	\$ 399.7564	27,537	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⁾						10,000	D	
Google Stock Unit ⁽¹⁾						17,069	D	

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

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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. Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 5	05/04/2009		M	216	<u>(2)</u> 07/18/2013	Class B Common Stock	216
Class B Common Stock	\$ 0	05/04/2009		M	216	<u>(3)</u> <u>(4)</u>	Class A Common Stock	216
Class B Common Stock	\$ 0	05/04/2009		C	216	<u>(3)</u> <u>(4)</u>	Class A Common Stock	216
Option To Purchase Class A Common Stock	\$ 308.57					<u>(5)</u> 03/01/2017	Class A Common Stock	40,000
Option To Purchase Class A Common Stock	\$ 318.92					<u>(6)</u> 03/04/2019	Class A Common Stock	34,138

