

Eustace Robert Alan
 Form 4/A
 July 08, 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 *
 Eustace Robert Alan

(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)
 05/12/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/03/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP Engineering & Research

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 Ownership (Instr. 4)
Class A Common Stock	05/12/2009		C	V 12,000 A \$ 0	17,535	D	
Class A Common Stock	05/12/2009		G	V 6,000 D \$ 0	11,535	D	
Class A Common Stock	05/12/2009		G	V 6,000 A \$ 0	6,000	I	By Trust 3
Class A Common	05/12/2009		G	V 6,000 D \$ 0	5,535	D	

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Stock										
Class A Common Stock	05/12/2009		G V	6,000	A	\$ 0	6,000		I	By Trust 4
Google Stock Unit <u>(1)</u>	06/01/2009		F	572	D	\$ 0	9,428		D	
Google Stock Unit <u>(1)</u>	06/01/2009		C	678	D	\$ 0	8,750		D	
Class A Common Stock	06/01/2009		C	678	A	\$ 0	6,213		D	
Google Stock Unit <u>(1)</u>							17,069		D	
Class A Common Stock							7,000		I	By Trust 2
Class A Common Stock							7,000		I	By Trust 1

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	\$ 0	05/12/2009		C	12,000	<u>(2)</u> <u>(3)</u>	Class A Common Stock 12,000

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Shares subject to this option will begin vesting on June 12, 2003 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.

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.