

Shriram Kavitar Ram
 Form 4
 November 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 *
 Shriram Kavitar Ram

(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)
 11/16/2009

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)

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 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 (A) or (D) Price			
Class A Common Stock	11/02/2009		G	V 27,773 D \$0 0		I	By Trust 1
Class A Common Stock ⁽¹⁾	11/02/2009		G	V 27,773 A \$0 210,693		D	
Class A Common Stock	11/02/2009		G	V 27,773 D \$0 0		I	By Trust 2
Class A Common	11/02/2009		G	V 107,043 D \$0 192,957		I	Trust 3

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Stock									
Class A Common Stock ⁽¹⁾	11/02/2009	G V	107,043	A	\$ 0	317,736	D		
Class A Common Stock	11/02/2009	G V	107,043	D	\$ 0	192,957	I	Trust 4	
Class A Common Stock ⁽¹⁾	11/16/2009	S	1,858	D	\$ 576.5	315,878	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	100	D	\$ 576.49	315,778	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	200	D	\$ 576.33	315,578	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	300	D	\$ 576.32	315,278	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	140	D	\$ 576.31	315,138	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	100	D	\$ 576.29	315,038	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	100	D	\$ 576.28	314,938	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	100	D	\$ 576.27	314,838	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	241	D	\$ 576.26	314,597	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	206	D	\$ 576.25	314,391	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	200	D	\$ 576.24	314,191	D		
Class A Common Stock ⁽¹⁾	11/16/2009	S	300	D	\$ 576.22	313,891	D		

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Class A Common Stock <u>(1)</u>	11/16/2009	S	298	D	\$ 576.21	313,593	D	
Class A Common Stock <u>(1)</u>	11/16/2009	S	100	D	\$ 576.17	313,493	D	
Class A Common Stock <u>(1)</u>	11/16/2009	S	900	D	\$ 576.15	312,593	D	
Class A Common Stock <u>(1)</u>	11/16/2009	S	15	D	\$ 576.14	312,578	D	
Class A Common Stock <u>(1)</u>	11/16/2009	S	300	D	\$ 576.13	312,278	D	
Class A Common Stock <u>(1)</u>	11/16/2009	S	69	D	\$ 576.06	312,209	D	
Class A Common Stock <u>(1)</u>	11/16/2009	S	331	D	\$ 576.05	311,878	D	
Class A Common Stock						0	I	By Limited Partnership
Class A Common Stock						172,227	I	By Spouse
Google Stock Unit <u>(2)</u>						0	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Derivati Security (Instr. 5)
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		Disposed of (D) (Instr. 3, 4, and 5)							
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Class B Common Stock				(3)	(4)	Class A Common Stock	107,658		
	\$	0							
Class B Common Stock				(3)	(4)	Class A Common Stock	33,767		
	\$	0							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shriram Kavitar Ram C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X			

Signatures

/s/ Patty Chang, attorney-in-fact for Kavitar Ram Shriram	11/18/2009
**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).
- (1) Each share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at election of reporting person.
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 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
- (3) All shares are exercisable as of the transaction date.
- (4) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

This form is one of three Form 4s filed on November 18, 2009 for transactions effected by the Reporting Person on November

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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