

Rosenberg Jonathan J
 Form 4
 February 08, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 02/04/2010

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)
 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	02/04/2010		C		215	\$ 0	D	
Class A Common Stock	02/04/2010		G	V	215	\$ 0	D	
Class A Common Stock	02/04/2010		G	V	215	\$ 0	I	By Trust
Class A Common	02/04/2010		S		18	\$ 526.42	I	By Trust

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Stock									
Class A Common Stock	02/04/2010	S	18	D	\$ 528	24,816	I	By Trust	
Class A Common Stock	02/04/2010	S	17	D	\$ 528.07	24,799	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 528.2	24,781	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 528.58	24,763	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 528	24,745	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 528.53	24,727	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 529.12	24,709	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 530	24,691	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 530.0001	24,673	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 530.1806	24,655	I	By Trust	
Class A Common Stock	02/04/2010	S	18	D	\$ 537	24,637	I	By Trust	
Class A Common Stock						2,193	I	By GRAT	
Class A Common Stock						2,333	I	By GRAT 2	
Class A Common Stock						270	I	By Trust 2	

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Class A Common Stock	270	I	By Trust 3
Class A Common Stock	0	I	By Trust 5
Google Stock Unit ⁽¹⁾	6,250	D	
Google Stock Unit ⁽¹⁾	17,069	D	

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

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SEC 1474
(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 5	02/04/2010		M	215	<u>(2)</u> 07/18/2013	Class B Common Stock	215	
Class B Common Stock	\$ 0	02/04/2010		M	215	<u>(3)</u> <u>(4)</u>	Class A Common Stock	215	
Class B Common Stock	\$ 0	02/04/2010		C	215	<u>(3)</u> <u>(4)</u>	Class A Common Stock	215	
	\$ 308.57					<u>(5)</u> 03/01/2017		40,000	

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