

DOERR L JOHN
Form 4
September 28, 2010

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 *
DOERR L JOHN

(Last) (First) (Middle)

C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
09/24/2010

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)

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock ⁽¹⁾ | 09/24/2010 | | C | | 127,435 | A | \$ 0 | 127,435 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 09/24/2010 | | S | | 11,272 | D | \$ 527 | 116,163 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 09/24/2010 | | S | | 11,773 | D | \$ 525.95 | 104,390 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 09/24/2010 | | S | | 5,114 | D | \$ 525.5 | 99,276 | I | Vallejo Ventures Trust |

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| | | | | | | | | | |
|---------------------------------|------------|---|--------|---|-----------|--------|---|--|------------------------|
| Common Stock <u>(1)</u> | | | | | | | | | Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 96 | D | \$ 525.09 | 99,180 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 97 | D | \$ 525.08 | 99,083 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 96 | D | \$ 525.07 | 98,987 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 386 | D | \$ 525.06 | 98,601 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 357 | D | \$ 525.05 | 98,244 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 96 | D | \$ 525.04 | 98,148 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 482 | D | \$ 525.03 | 97,666 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 174 | D | \$ 525.02 | 97,492 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 16,530 | D | \$ 525 | 80,962 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 10,602 | D | \$ 524.5 | 70,360 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 3,855 | D | \$ 523.5 | 66,505 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 4,819 | D | \$ 523 | 61,686 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 4,819 | D | \$ 522.5 | 56,867 | I | | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | S | 16,385 | D | \$ 522 | 40,482 | I | | Vallejo Ventures Trust |

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|---------------------------------------|------------|--|---|-------|---|--------------|--------|---|------------------------------|
| Class A Common Stock <u>(1)</u> | 09/24/2010 | | S | 4,819 | D | \$ 521.75 | 35,663 | I | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | | S | 4,241 | D | \$ 521.02 | 31,422 | I | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | | S | 4,434 | D | \$ 521 | 26,988 | I | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | 09/24/2010 | | S | 96 | D | \$ 520.87 | 26,892 | I | Vallejo Ventures Trust |
| Class A Common Stock <u>(1)</u> | | | | | | | 275 | D | |
| Class A Common Stock | | | | | | | 18,656 | I | Blake H. Byers Trust |
| Class A Common Stock | | | | | | | 1,172 | I | Brook H. Byers Trust |
| Class A Common Stock | | | | | | | 18,656 | I | Chad A. Byers Trust |
| Google Stock Unit <u>(2)</u> | | | | | | | 726 | D | |
| Google Stock Unit <u>(2)</u> | | | | | | | 827 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----|

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| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|------|------------|------|---|-----|-----|------------------|-----------------|----------------------|----------------------------|
| Class B Common Stock | \$ 0 | 09/24/2010 | C | | | | (3) | (4) | Class A Common Stock | 127,435 |
| Class B Common Stock | \$ 0 | | | | | | (3) | (4) | Class A Common Stock | 160,940 |
| Class B Common Stock | \$ 0 | | | | | | (3) | (4) | Class A Common Stock | 1,850 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Jonathan Frankel, attorney-in-fact for L. John Doerr
09/28/2010

**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 was issued upon the conversion of one share of Class B Common Stock at the 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) There is no exercisable date for the Issuer's Class B Common Stock.
- (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 September 28, 2010 for transactions effected by the Reporting Person on September 28, 2010.
 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.