

Rosenberg Jonathan J
 Form 4
 February 04, 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
 02/02/2010

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 or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock	02/02/2010		C	216	A	\$ 0	2,238	D
Class A Common Stock	02/02/2010		G	V 216	D	\$ 0	2,022	D
Class A Common Stock	02/02/2010		G	V 216	A	\$ 0	24,853	I By Trust
Class A Common	02/02/2010		S	18	D	\$ 528.1	24,835	I By Trust

Edgar Filing: Rosenberg Jonathan J - Form 4

Stock									
Class A Common Stock	02/02/2010	S	18	D	\$ 529.65	24,817	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 530.12	24,799	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 530.3	24,781	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 530.38	24,763	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 530.43	24,745	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 530.71	24,727	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 530.89	24,709	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 531.51	24,691	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 532.66	24,673	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 532.73	24,655	I	By Trust	
Class A Common Stock	02/02/2010	S	18	D	\$ 534.85	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	

Edgar Filing: Rosenberg Jonathan J - Form 4

Class A Common Stock	270	I	By Trust 3
Class A Common Stock	0	I	By Trust 5
Google Stock Unit <u>(1)</u>	6,250	D	
Google Stock Unit <u>(1)</u>	17,069	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option To Purchase Class B Common Stock	\$ 5	02/02/2010		M	216	<u>(2)</u>	07/18/2013	Class B Common Stock	216
Class B Common Stock	\$ 0	02/02/2010		M	216	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	216
Class B Common Stock	\$ 0	02/02/2010		C	216	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	216
	\$ 308.57					<u>(5)</u>	03/01/2017		40,000

Edgar Filing: Rosenberg Jonathan J - Form 4

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.