Shriram Kavitark Ram Form 4 October 19, 2010

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Shriram Kavitark Ram

1. Name and Address of Reporting Person \*

See Instruction

			Google Inc. [GOOG]					(Check all applicable)		
			Day/Year)	Transactior	1		_X_ Director	•		
	(Street)		4. If Am	endment, l	Date Origin	al		6. Individual or Joint/Group Filing(Check		
			Filed(Mo	onth/Day/Ye	ear)			Applicable Line)	One Reporting	Derson
MOUNTA	IN VIEW, CA 94	1043						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivativo	e Secu	rities Acqu	iired, Disposed o	of, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	or Dispos (Instr. 3,	ed of		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)
Class A Common Stock	01/05/2010			C	16,884	A	\$ 0	16,884	I	By Limited Partnership
Class A Common Stock (1)	10/15/2010			S	50	D	\$ 601	50,344	D	
Class A Common Stock (1)	10/15/2010			S	50	D	\$ 600.57	50,294	D	
Class A Common	10/15/2010			S	50	D	\$ 600.56	50,244	D	

Stock (1)							
Class A Common Stock (1)	10/15/2010	S	450	D	\$ 600.55	49,794	D
Class A Common Stock (1)	10/15/2010	S	50	D	\$ 600.54	49,744	D
Class A Common Stock (1)	10/15/2010	S	300	D	\$ 600.53	49,444	D
Class A Common Stock (1)	10/15/2010	S	100	D	\$ 600.51	49,344	D
Class A Common Stock (1)	10/15/2010	S	1,500	D	\$ 600.5	47,844	D
Class A Common Stock (1)	10/15/2010	S	1,050	D	\$ 600.03	46,794	D
Class A Common Stock (1)	10/15/2010	S	13,400	D	\$ 600	33,394	D
Class A Common Stock (1)	10/15/2010	S	2,634	D	\$ 599.76	30,760	D
Class A Common Stock (1)	10/15/2010	S	366	D	\$ 599.75	30,394	D
Class A Common Stock (1)	10/15/2010	S	2,150	D	\$ 599.5	28,244	D
Class A Common Stock (1)	10/15/2010	S	6,950	D	\$ 599	21,294	D
Class A Common Stock (1)	10/15/2010	S	4,400	D	\$ 597.5	16,894	D
Class A Common Stock (1)	10/15/2010	S	500	D	\$ 596.28	16,394	D
Class A Common Stock (1)	10/15/2010	S	300	D	\$ 596.27	16,094	D

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Class A Common Stock (1)	10/15/2010	S	17	D	\$ 596.21	16,077	D	
Class A Common Stock (1)	10/15/2010	S	50	D	\$ 596.2	16,027	D	
Class A Common Stock (1)	10/15/2010	S	68	D	\$ 596.15	15,959	D	
Class A Common Stock (1)	10/15/2010	S	1,065	D	\$ 596.14	14,894	D	
Class A Common Stock (1)	10/15/2010	S	4,200	D	\$ 595.5	10,694	D	
Class A Common Stock (1)	10/15/2010	S	6,050	D	\$ 593.7	4,644	D	
Class A Common Stock (1)	10/15/2010	S	50	D	\$ 593.21	4,594	D	
Class A Common Stock (1)	10/15/2010	S	150	D	\$ 593.2	4,444	D	
Class A Common Stock (1)	10/15/2010	S	50	D	\$ 593.19	4,394	D	
Class A Common Stock (1)	10/15/2010	S	50	D	\$ 593.18	4,344	D	
Class A Common Stock						250,000	I	By Trust 5
Class A Common Stock						250,000	I	By Trust 6

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)

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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. Transacti Code (Instr. 8)	5. Number of stiorDerivative Securities b) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date ecurities (Month/Day/Year) acquired (A) r Disposed of D) instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Deri Secu (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0	01/05/2010		C		16,884	(2)	(3)	Class A Common Stock	16,884	

## **Reporting Owners**

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

#### **Signatures**

/s/ Patty Chang, attorney-in-fact for Kavitark Ram
Shriram 10/19/2010

\*\*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 issued upon conversion of one share of Class B Common Stock at election of reporting person.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

#### **Remarks:**

This form is one of four Form 4s filed on October 19, 2010 for transactions effected by the Reporting Person on January 5, 20 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.

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