Greene Diane B Form 4 February 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Greene Diane B		Symbol Google Inc. [GOOG]					Issuer					
							(Check all applicable)					
(Last) (First) (Middle)				3. Date of Earliest Transaction								
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			(Month/Day/Year) 02/01/2012					X Director 10% Owner Officer (give title below) Other (specify below)				
(Street) MOUNTAIN VIEW, CA 94043			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check Applicable Line)				
			Filed(Mont	Filed(Month/Day/Year)								
								X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned				
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Google				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Stock Unit	02/01/2012			A	1,724	A	\$ 0	1,724	D			
Class A Common Stock								11	I	By Trust		
Class A Common Stock								123	I	By Trust		
Class A Common								11	I	By Trust.		

Stock

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

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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. Transa Code (Instr. 3	of D So A A (A D of (I	lumber		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (/	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Greene Diane B
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Diane B.

Greene

02/02/2012

**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).
- 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. GSUs will vest at the rate of 25% on the 25th day of the month in which the grant's first anniversary occurs, and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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