

Arora Nikesh
Form 4
January 27, 2010

FORM 4

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

OMB APPROVAL

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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 *
Arora Nikesh

(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)
01/25/2010

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)
Pres, Global Sales & Bus Dev

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 | 01/25/2010 | | S | | 100 | \$ 544.4475 | 5,375 | D |
| Class A Common Stock | 01/25/2010 | | S | | 200 | \$ 544.51 | 5,175 | D |
| Class A Common Stock | 01/25/2010 | | S | | 100 | \$ 544.75 | 5,075 | D |
| Class A Common | 01/25/2010 | | S | | 100 | \$ 544.84 | 4,975 | D |

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| | | | | | | | |
|----------------------------|------------|---|-----|---|-----------|-------|---|
| Stock | | | | | | | |
| Class A Common Stock | 01/25/2010 | S | 500 | D | \$ 544.99 | 4,475 | D |
| Class A Common Stock | 01/25/2010 | S | 23 | D | \$ 545.2 | 4,452 | D |
| Class A Common Stock | 01/25/2010 | S | 20 | D | \$ 545.32 | 4,432 | D |
| Class A Common Stock | 01/25/2010 | S | 300 | D | \$ 545.43 | 4,132 | D |
| Class A Common Stock | 01/25/2010 | S | 100 | D | \$ 545.57 | 4,032 | D |
| Class A Common Stock | 01/25/2010 | S | 200 | D | \$ 545.64 | 3,832 | D |
| Class A Common Stock | 01/25/2010 | S | 200 | D | \$ 546.5 | 3,632 | D |
| Class A Common Stock | 01/25/2010 | S | 600 | D | \$ 546.57 | 3,032 | D |
| Class A Common Stock | 01/25/2010 | S | 200 | D | \$ 546.82 | 2,832 | D |
| Class A Common Stock | 01/25/2010 | S | 400 | D | \$ 546.84 | 2,432 | D |
| Class A Common Stock | 01/25/2010 | S | 87 | D | \$ 546.86 | 2,345 | D |
| Class A Common Stock | 01/25/2010 | S | 13 | D | \$ 547 | 2,332 | D |
| Class A Common Stock | 01/25/2010 | S | 100 | D | \$ 547.37 | 2,232 | D |
| Class A Common Stock | 01/25/2010 | S | 200 | D | \$ 547.6 | 2,032 | D |

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| | | | | | | | |
|------------------------------------|------------|---|-----|---|-----------|--------|---|
| Class A Common Stock | 01/25/2010 | S | 41 | D | \$ 547.65 | 1,991 | D |
| Class A Common Stock | 01/25/2010 | S | 400 | D | \$ 548 | 1,591 | D |
| Class A Common Stock | 01/25/2010 | S | 98 | D | \$ 548.02 | 1,493 | D |
| Class A Common Stock | 01/25/2010 | S | 100 | D | \$ 548.64 | 1,393 | D |
| Class A Common Stock | 01/25/2010 | S | 100 | D | \$ 548.76 | 1,293 | D |
| Class A Common Stock | 01/25/2010 | S | 200 | D | \$ 548.78 | 1,093 | D |
| Class A Common Stock | 01/25/2010 | S | 50 | D | \$ 549.49 | 1,043 | D |
| Class A Common Stock | 01/25/2010 | S | 100 | D | \$ 549.64 | 943 | D |
| Class A Common Stock | 01/25/2010 | S | 50 | D | \$ 549.7 | 893 | D |
| Class A Common Stock | 01/25/2010 | S | 100 | D | \$ 549.85 | 793 | D |
| Google Stock Unit <u>(1)</u> | | | | | | 17,069 | D |
| Google Stock Unit <u>(2)</u> | | | | | | 25,305 | 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.

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(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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | Pres, Global Sales & Bus Dev | |

Signatures

/s/ Patty Chang, attorney-in-fact for Nikesh Arora 01/27/2010

**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) 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: 4,267 of the GSUs shall vest on 3/4/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (2) 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: 2,812 of the GSUs shall vest on 9/5/09, 2,811 of the GSUs shall vest on 12/5/09, 2,812 of the GSUs shall vest on 3/5/10, 2,812 of the GSUs shall vest on 6/5/10, 2,811 of the GSUs shall vest on 9/5/10, 2,812 of the GSUs shall vest on 12/5/10, 2,811 of the GSUs shall vest on 3/5/11, 2,812 of the GSUs shall vest on 6/5/11, 2,811 of the GSUs shall vest on 9/5/11, 2,812 of the GSUs shall vest on 12/5/11 and 2,812 of the GSUs shall vest on 3/5/12, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This form is one of two Form 4s filed on January 27, 2010 for transactions effected by the Reporting Person on January 25, 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.