

Rosenberg Jonathan J
 Form 4
 February 03, 2011

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 *
 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)
 02/01/2011

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 02/01/2011 | | C | 240 A \$ 0 | 3,942 | D | |
| Class A Common Stock | 02/01/2011 | | G | V 240 D \$ 0 | 3,702 | D | |
| Class A Common Stock | 02/01/2011 | | G | V 240 A \$ 0 | 30,008 | I | By Trust |
| Class A Common | 02/01/2011 | | S | 74 D \$ 604.5 | 29,934 | I | By Trust |

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| Stock | | | | | | | | | |
|----------------------------|------------|--|---|-------|---|--------------|--------|---|--------------|
| Class A Common Stock | 02/01/2011 | | S | 166 | D | \$ 610.14 | 29,768 | I | By Trust |
| Class A Common Stock | 02/01/2011 | | S | 35 | D | \$ 604.49 | 1,913 | I | By GRAT 2 |
| Class A Common Stock | 02/01/2011 | | S | 70 | D | \$ 604.49 | 1,185 | I | By GRAT |
| Class A Common Stock | 02/02/2011 | | C | 240 | A | \$ 0 | 3,942 | D | |
| Class A Common Stock | 02/02/2011 | | G | V 240 | D | \$ 0 | 3,702 | D | |
| Class A Common Stock | 02/02/2011 | | G | V 240 | A | \$ 0 | 30,008 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 610.53 | 29,988 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 611 | 29,968 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 611.76 | 29,948 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 612.05 | 29,928 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 612.31 | 29,908 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 612.89 | 29,888 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 613 | 29,868 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 40 | D | \$ 613.56 | 29,828 | I | By Trust |

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| | | | | | | | | | |
|------------------------------------|------------|--|---|----|---|--------------|--------|---|------------|
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 613.71 | 29,808 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 613.75 | 29,788 | I | By Trust |
| Class A Common Stock | 02/02/2011 | | S | 20 | D | \$ 613.88 | 29,768 | I | By Trust |
| Class A Common Stock | | | | | | | 270 | I | By Trust 2 |
| Class A Common Stock | | | | | | | 270 | I | By Trust 3 |
| Google Stock Unit <u>(1)</u> | | | | | | | 1,250 | D | |
| Google Stock Unit <u>(1)</u> | | | | | | | 9,602 | D | |
| Google Stock Unit <u>(1)</u> | | | | | | | 4,999 | D | |

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

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(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 |

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| | | | | | | | | |
|---|-----------|------------|---|-----|------------|------------|----------------------|--------|
| Option To Purchase Class B Common Stock | \$ 5 | 02/01/2011 | M | 240 | <u>(2)</u> | 07/18/2013 | Class B Common Stock | 240 |
| Class B Common Stock | \$ 0 | 02/01/2011 | M | 240 | <u>(3)</u> | <u>(4)</u> | Class A Common Stock | 240 |
| Class B Common Stock | \$ 0 | 02/01/2011 | C | 240 | <u>(3)</u> | <u>(4)</u> | Class A Common Stock | 240 |
| Option To Purchase Class B Common Stock | \$ 5 | 02/02/2011 | M | 240 | <u>(2)</u> | 07/18/2013 | Class B Common Stock | 240 |
| Class B Common Stock | \$ 0 | 02/02/2011 | M | 240 | <u>(3)</u> | <u>(4)</u> | Class A Common Stock | 240 |
| Class B Common Stock | \$ 0 | 02/02/2011 | C | 240 | <u>(3)</u> | <u>(4)</u> | Class A Common Stock | 240 |
| Option To Purchase Class A Common Stock | \$ 564.35 | | | | <u>(5)</u> | 12/01/2020 | Class A Common Stock | 9,998 |
| Option To Purchase Class A Common Stock | \$ 308.57 | | | | <u>(6)</u> | 03/01/2017 | Class A Common Stock | 40,000 |
| Option To Purchase Class A Common Stock | \$ 318.92 | | | | <u>(5)</u> | 03/04/2019 | Class A Common Stock | 34,138 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Rosenberg Jonathan J
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

SVP Prod. Mgmt.

Signatures

/s/ Jonathan Frankel, attorney-in-fact for Jonathan J.
Rosenberg

02/03/2011

__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).
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 on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
(1) Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.
(2) All shares are exercisable as of the transaction date.
(3) There is no expiration date for the Google Inc.'s Class B Common Stock.
(4) The option provided for vesting as follows: 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
(5) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.
(6)

Remarks:

***All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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

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