

Rosenberg Jonathan J
Form 4
April 08, 2009

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

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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)
04/06/2009

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)
VP 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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Class A Common Stock	04/06/2009		C		215	A	\$ 0 4,961	D
Class A Common Stock	04/06/2009		G	V	215	D	\$ 0 4,746	D
Class A Common Stock	04/06/2009		G	V	215	A	\$ 0 27,752	I By Trust
Class A Common	04/06/2009		S		17	D	\$ 27,735 366.4786	I By Trust

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Stock									
Class A Common Stock	04/06/2009	S	18	D	\$ 362.3	27,717	I	By Trust	
Class A Common Stock	04/06/2009	S	18	D	\$ 363.3586	27,699	I	By Trust	
Class A Common Stock	04/06/2009	S	36	D	\$ 364	27,663	I	By Trust	
Class A Common Stock	04/06/2009	S	18	D	\$ 364.15	27,645	I	By Trust	
Class A Common Stock	04/06/2009	S	18	D	\$ 364.2476	27,627	I	By Trust	
Class A Common Stock	04/06/2009	S	18	D	\$ 364.5552	27,609	I	By Trust	
Class A Common Stock	04/06/2009	S	18	D	\$ 365.6544	27,591	I	By Trust	
Class A Common Stock	04/06/2009	S	18	D	\$ 366	27,573	I	By Trust	
Class A Common Stock	04/06/2009	S	18	D	\$ 366.5074	27,555	I	By Trust	
Class A Common Stock	04/06/2009	S	18	D	\$ 367	27,537	I	By Trust	
Class A Common Stock						270	I	By Trust 2	
Class A Common Stock						270	I	By Trust 3	
Google Stock Unit ⁽¹⁾						10,000	D		
Google Stock Unit ⁽²⁾						17,069	D		

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

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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	Amount or Number of Shares
Class B Common Stock	\$ 0	04/06/2009		C	215	(3)	(4)	Class A Common Stock	215
Option To Purchase Class B Common Stock	\$ 5	04/06/2009		M	215	(5)	07/18/2013	Class B Common Stock	215
Class B Common Stock	\$ 0	04/06/2009		M	215	(3)	(4)	Class A Common Stock	215
Option To Purchase Class A Common Stock	\$ 448.23					(6)	03/01/2017	Class A Common Stock	40,000
Option To Purchase Class A Common Stock	\$ 318.92					(6)	03/04/2019	Class A Common Stock	34,138

