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Form 4
May 16, 2012

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 *
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(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)
05/16/2012

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)

Chief Executive Officer

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	(A) or (D)	Price
Class A Common Stock ⁽¹⁾	05/16/2012		C		27,778	A	\$ 0 32,778
Class A Common Stock ⁽¹⁾	05/16/2012		S		1,800	D	\$ 617.3302 30,978
Class A Common Stock ⁽¹⁾	05/16/2012		S		1,800	D	\$ 621 29,178
Class A Common	05/16/2012		S		1,300	D	\$ 623.5199 27,878

Stock ⁽¹⁾								
Class A Common Stock ⁽¹⁾	05/16/2012	S	1,400	D	\$ 624	26,478		D
Class A Common Stock ⁽¹⁾	05/16/2012	S	1,800	D	\$ 625.5	24,678		D
Class A Common Stock ⁽¹⁾	05/16/2012	S	5,247	D	\$ 627.1731	19,431		D
Class A Common Stock ⁽¹⁾	05/16/2012	S	7,568	D	\$ 628.1312	11,863		D
Class A Common Stock ⁽¹⁾	05/16/2012	S	6,863	D	\$ 629.3511	5,000		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. P... Deriv... Secur... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	05/16/2012		C	27,778	<u>(7)</u>	<u>(8)</u>	Class A Common Stock	27,778

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chief Executive Officer	

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

Signatures

/s/ Valentina Margulis as attorney-in-fact for Lawrence
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05/16/2012

__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).
- (1) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$616.80 to \$617.46, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (6) to this Form 4.
- (2) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$623.50 to \$623.55, inclusive.
- (3) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$626.80 to \$627.70, inclusive.
- (4) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$627.83 to \$628.67, inclusive.
- (5) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$628.86 to \$629.52, inclusive.
- (6) All shares are exercisable as of the transaction date.
- (7) There is no expiration date for the Issuer's Class B Common Stock.
- (8)

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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