

Google Inc.
Form 4/A
July 13, 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 *
OTELLINI PAUL S

(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)
02/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
07/13/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Google Stock Unit (1) | 02/27/2012 | | J(2) | V | 14 | D | \$ 0 563 |
| Class A Common Stock | 02/27/2012 | | J(2) | V | 14 | A | \$ 0 14 |
| Google Stock Unit (3) | 03/02/2012 | | J(2) | V | 45 | D | \$ 0 409 |
| Class A Common | 03/02/2012 | | J(2) | V | 45 | A | \$ 0 59 |

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Stock

| | | | | | | | | |
|------------------------------------|------------|------------------|---|----|---|------|-----|---|
| Google Stock Unit <u>(1)</u> | 03/26/2012 | J ⁽²⁾ | V | 14 | D | \$ 0 | 549 | D |
| Class A Common Stock | 03/26/2012 | J ⁽²⁾ | V | 14 | A | \$ 0 | 14 | D |
| Google Stock Unit <u>(1)</u> | 04/25/2012 | J ⁽²⁾ | V | 13 | D | \$ 0 | 536 | D |
| Class A Common Stock | 04/25/2012 | J ⁽²⁾ | V | 13 | A | \$ 0 | 13 | D |
| Class A Common Stock | 05/07/2012 | J ⁽²⁾ | V | 69 | A | \$ 0 | 69 | D |
| Google Stock Unit <u>(4)</u> | 05/07/2012 | J ⁽²⁾ | V | 69 | D | \$ 0 | 345 | D |
| Google Stock Unit <u>(1)</u> | 05/25/2012 | J ⁽²⁾ | V | 14 | D | \$ 0 | 522 | D |
| Class A Common Stock | 05/25/2012 | J ⁽²⁾ | V | 14 | A | \$ 0 | 14 | D |
| Google Stock Unit <u>(3)</u> | 06/04/2012 | J ⁽²⁾ | V | 46 | D | \$ 0 | 363 | D |
| Class A Common Stock | 06/04/2012 | J ⁽²⁾ | V | 46 | A | \$ 0 | 60 | D |
| Google Stock Unit <u>(1)</u> | 06/25/2012 | J ⁽²⁾ | V | 14 | D | \$ 0 | 508 | D |
| Class A Common Stock | 06/25/2012 | J ⁽²⁾ | V | 14 | A | \$ 0 | 14 | D |

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

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(9-02)

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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. 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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OPELLINI PAUL S C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | X | | |

Signatures

/s/ Valentina Margulis, attorney-in-fact for Paul S. Otellini 07/13/2012

__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) 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 GSUs vest. The GSUs vest as follows: 1/48th of GSUs vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
 - (2) Vesting of GSU awards that were previously reported in Form 4s.
 - (3) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.
 - (4) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is August 5, 2009.

Remarks:

This Form 4/A is filed to add footnote (2) describing the nature of the voluntary transactions with the transaction code "J" that 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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