

Google Inc.  
Form 4  
April 03, 2008

**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

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 \*  
**REYES GEORGE**

(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)  
**04/01/2008**

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 Financial 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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock <sup>(4)</sup> | 04/01/2008                           |  | C                              | V 159 A \$ 0  | 2,193   | D  |   |
| Class A Common Stock                | 04/01/2008                           |  | G                              | V 159 A \$ 0  | 159   | I  | By Trust I  |
| Class A Common Stock <sup>(4)</sup> | 04/01/2008                           |  | G                              | V 159 D \$ 0  | 2,034   | D  |   |
| Class A Common                      | 04/01/2008                           |  | S                              | 25 D \$ 446.88  | 134   | I  | By Trust I  |

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|                             |            |  |   |    |   |              |        |   |                 |
|-----------------------------|------------|--|---|----|---|--------------|--------|---|-----------------|
| Stock                       |            |  |   |    |   |              |        |   |                 |
| Class A<br>Common<br>Stock  | 04/01/2008 |  | S | 14 | D | \$<br>452.36 | 120    | I | By Trust I      |
| Class A<br>Common<br>Stock  | 04/01/2008 |  | S | 20 | D | \$<br>452.52 | 100    | I | By Trust I      |
| Class A<br>Common<br>Stock  | 04/01/2008 |  | S | 25 | D | \$<br>454.01 | 75     | I | By Trust I      |
| Class A<br>Common<br>Stock  | 04/01/2008 |  | S | 50 | D | \$<br>458.31 | 25     | I | By Trust I      |
| Class A<br>Common<br>Stock  | 04/01/2008 |  | S | 25 | D | \$ 458.8     | 0      | I | By Trust I      |
| Class A<br>Common<br>Stock  |            |  |   |    |   |              | 1,182  | I | By Trust<br>III |
| Class A<br>Common<br>Stock  |            |  |   |    |   |              | 4,319  | I | By Trust<br>II  |
| Google<br>Stock Unit<br>(5) |            |  |   |    |   |              | 12,966 | D |                 |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number |                        |
|---|--|---|---|--------------------------------------|--|--|---|---------------------------|------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                     | Amount<br>or<br>Number |



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- 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.
- (5)
  - (6) 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

### **Remarks:**

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction with

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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