

Rosenberg Jonathan J
 Form 4
 January 06, 2010

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

2. Issuer Name and Ticker or Trading Symbol
 Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O GOOGLE INC., 1600
 AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
 01/04/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Prod. Mgmt.

(Street)
 MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	01/04/2010		S		6	D	\$ 624.91	2,327	I	By GRAT
Class A Common Stock	01/04/2010		S		6	D	\$ 625.27	2,321	I	By GRAT
Class A Common Stock	01/04/2010		S		5	D	\$ 625.32	2,316	I	By GRAT
Class A Common	01/04/2010		S		6	D	\$ 625.36	2,310	I	By GRAT

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Stock									
Class A Common Stock	01/04/2010		S	5	D	\$ 625.37	2,305	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 625.47	2,299	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 625.53	2,293	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 625.87	2,287	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 626.9	2,281	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 626.96	2,275	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 627.02	2,269	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 627.74	2,263	I	By GRAT
Class A Common Stock							270	I	By Trust 2
Class A Common Stock							270	I	By Trust 3

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva Securi (Instr.
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Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(A)	(D)						
Option To Purchase Class A Common Stock	\$ 308.57					(1)	03/01/2017	Class A Common Stock	40,000
Option To Purchase Class A Common Stock	\$ 318.92					(2)	03/04/2019	Class A Common Stock	34,138

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP Prod. Mgmt.	

Signatures

/s/ Patty Chang, attorney-in-fact for Jonathan J. Rosenberg
 Date: 01/06/2010
 __Signature of Reporting Person

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 option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.
- (2) 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.

Remarks:

This form is two of two Form 4s filed on January 6, 2010 for transactions effected by the Reporting Person on January 4, 2010.
 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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