Arora Nikesh Form 4 April 20, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Arora Nikesh			Symbol Google	Symbol Google Inc. [GOOG]						Issuer			
(Last)	(First)	(Middle)	(Check all applicable) 3. Date of Earliest Transaction										
C/O GOOG	(Month/Day/Year) 04/20/2012						Director 10% Owner _X_ Officer (give title Other (specify below) SVP and Chief Business Officer						
MOUNTAL	(Street)	04042	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
	IN VIEW, CA								Person				
(City)	(State)	(Zip)	Tabl	e I - No	n-D	Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Executi	ion Date, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) //Day/Year) (Instr. 8) (A) or			ed of (D) 5)	5. Amount of Securities Form: Direct Indirect (D) or Benefic Owned Indirect (I) Owners Following (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3 and 4)						
Class A Common Stock	04/20/2012			S	V	Amount 1,781	(D)	Price \$ 604.9	360	D			
Google Stock Unit									13,747	D			
Google Stock Unit									6,777	D			
Google Stock Unit									4,268	D			

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$\frac{(3)}{}$		
Google Stock Unit	4,323	D
Google Stock Unit	34,581	D
Google Stock Unit (6)	17,899	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	ransaction Date 3A. Deemed enth/Day/Year) Execution Date, if any (Month/Day/Year)		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2015	04/04/2022	Class A Common Stock	8,646
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2016	04/04/2022	Class A Common Stock	69,162
Option To	\$ 564.35					<u>(7)</u>	12/01/2020	Class A Common	39,990

8. Properties Secution (Inst

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Purchase Stock

Class A Common Stock

Option

Purchase

To Class A \$ 574.18

Class A Common Stock

(8) 04/06/2021 Common 39,050 Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

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

SVP and Chief Business Officer

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Nikesh Arora

04/20/2012

**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).
- 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 vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- The GSUs vest as follows: 6,776 of the GSUs vested on 4/15/10 and 1/16th of the GSUs vest each quarter thereafter, subject to continued **(2)** employment with Google on the applicable vesting dates.
- The GSUs vest as follows: 4,267 of the GSUs vested on 3/4/10 and 1/16th of the GSUs vest each quarter thereafte, subject to continued employment with Google on the applicable vesting dates.
- **(4)** 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month **(6)** thereafter, subject to continued employment with Google on the applicable vesting dates.
- The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, **(7)** subject to continued employment with Google on the applicable vesting dates.
- The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

Transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

Reporting Owners 3

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.