

HENNESSY JOHN L  
Form 4  
September 29, 2008

**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 \*  
HENNESSY JOHN L

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)  
09/25/2008

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

(Street)

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

MOUNTAIN VIEW, CA 94043

(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)	(A) or (D)	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	Price		
Class A Common Stock <sup>(4)</sup>	09/25/2008		C		140	A \$ 0 140	D	
Class A Common Stock <sup>(4)</sup>	09/25/2008		S		14	D \$ 437 126	D	
Class A Common Stock <sup>(4)</sup>	09/25/2008		S		14	D \$ 439.09 112	D	
Class A Common	09/25/2008		S		14	D \$ 440.81 98	D	

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Stock <sup>(4)</sup>										
Class A Common Stock <sup>(4)</sup>	09/25/2008		S	14	D	\$ 442	84		D	
Class A Common Stock <sup>(4)</sup>	09/25/2008		S	14	D	\$ 443	70		D	
Class A Common Stock <sup>(4)</sup>	09/25/2008		S	14	D	\$ 443.2	56		D	
Class A Common Stock <sup>(4)</sup>	09/25/2008		S	14	D	\$ 444.6	42		D	
Class A Common Stock <sup>(4)</sup>	09/25/2008		S	14	D	\$ 445	28		D	
Class A Common Stock <sup>(4)</sup>	09/25/2008		S	14	D	\$ 445.5	14		D	
Class A Common Stock <sup>(4)</sup>	09/25/2008		S	14	D	\$ 447.4	0		D	
Class A Common Stock							4,308		I	By Trust

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. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Option To									of Shares
Purchase Class B Common Stock	\$ 20	09/25/2008	M	140	(1)	04/28/2014	Class B Common Stock	140	
Class B Common Stock	\$ 0	09/25/2008	M	140	(3)	(2)	Class A Common Stock	140	
Class B Common Stock	\$ 0	09/25/2008	C	140	(3)	(2)	Class A Common Stock	140	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

## Signatures

/s/ Runit Kanakia, attorney-in-fact for John L. Hennessy  
09/29/2008

\*\*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 option vests and becomes exercisable as to 1/5th of the shares on March 18, 2005 and 1/60th of shares each month thereafter.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) All shares are exercisable as of the transaction date.
- (4) 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.

### Remarks:

\*\*\*All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.\*\*\*

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