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Form 4
May 13, 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 *
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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)

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2010

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

Pres, Products, Asst. Secty

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(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 or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|---|
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | | S | 100 | D | \$ 509.44 | 122,690 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | | S | 100 | D | \$ 509.43 | 122,590 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | | S | 100 | D | \$ 509.39 | 122,490 | D |
| Class A Common | 05/11/2010 | | S | 300 | D | \$ 509.34 | 122,190 | D |

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| | | | | | | | |
|---|------------|---|-----|---|--------------|---------|---|
| Stock ⁽¹⁾ | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 300 | D | \$ 509.33 | 121,890 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 509.32 | 121,790 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 509.31 | 121,690 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 200 | D | \$ 509.24 | 121,490 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 509.22 | 121,390 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 509.19 | 121,290 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 509.17 | 121,190 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 509.16 | 121,090 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 509.09 | 120,990 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 509.02 | 120,890 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 508.99 | 120,790 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 508.94 | 120,690 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 508.86 | 120,590 | D |
| Class A Common Stock ⁽¹⁾ | 05/11/2010 | S | 100 | D | \$ 508.85 | 120,490 | D |

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) 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:

This form is eight of eight Form 4s filed on May 13, 2010 for transactions effected by the Reporting Person on May 11, 2010.

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.