

Eustace Robert Alan
Form 4
March 03, 2011

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 *
Eustace Robert Alan

(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)
03/01/2011

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)
SVP Engineering & Research

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)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	02/16/2011		G	V 2,518 D \$ 0 2,297		I	By Trust 2
Class A Common Stock	02/16/2011		G	V 2,297 D \$ 0 0		I	By Trust 2
Class A Common Stock	02/16/2011		G	V 2,297 A \$ 0 2,297		I	By Spouse
Class A Common	02/16/2011		G	V 2,297 D \$ 0 0		I	By Spouse

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Stock									
Class A Common Stock	02/16/2011	G	V	2,297	A	\$ 0	2,297	I	By Trust 9
Class A Common Stock	02/16/2011	G	V	2,518	D	\$ 0	2,297	I	By Trust 1
Class A Common Stock	02/16/2011	G	V	2,297	D	\$ 0	0	I	By Trust 1
Class A Common Stock	02/16/2011	G	V	2,297	A	\$ 0	16,617	D	
Class A Common Stock	02/16/2011	G	V	2,297	D	\$ 0	14,320	D	
Class A Common Stock	02/16/2011	G	V	2,297	A	\$ 0	2,297	I	By Trust 8
Google Stock Unit <u>(1)</u>	03/01/2011	F		459	D	\$ 613.4	791	D	
Google Stock Unit <u>(1)</u>	03/01/2011	C		791	D	\$ 0	0	D	
Class A Common Stock	03/01/2011	C		791	A	\$ 0	15,111	D	
Class A Common Stock							3,751	I	By Trust 4
Class A Common Stock							4,434	I	By Trust 7
Class A Common Stock							3,751	I	By Trust 3
Class A Common Stock							4,434	I	By Trust 6
Google Stock Unit <u>(1)</u>							9,602	D	

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Google
 Stock Unit 9,998 D
(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 564.35					<u>(2)</u> 12/01/2020		Class A Common Stock	19,996
Option To Purchase Class A Common Stock	\$ 308.57					<u>(3)</u> 03/01/2017		Class A Common Stock	37,000
Option To Purchase Class A Common Stock	\$ 318.92					<u>(2)</u> 03/04/2019		Class A Common Stock	34,138

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Eustace Robert Alan
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

SVP Engineering & Research

Signatures

/s/ Patty Chang, attorney-in-fact for Robert Alan
Eustace

03/03/2011

**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 shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
 - (1) The option provided for vesting as follows: 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.
 - (2) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.

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.