

Google Inc.  
Form 4  
February 03, 2009

**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 \*  
OTELLINI PAUL S

(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)  
01/30/2009

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock <sup>(1)</sup>	01/30/2009		C	13,000	A \$ 0	13,000	D
Class A Common Stock <sup>(1)</sup>	01/30/2009		S	200	D \$ 346.18	12,800	D
Class A Common Stock <sup>(1)</sup>	01/30/2009		S	100	D \$ 346.14	12,700	D
Class A Common	01/30/2009		S	350	D \$ 346.03	12,350	D

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	500	D	\$ 346.01	11,850	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	2,010	D	\$ 346	9,840	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	200	D	\$ 345.87	9,640	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	200	D	\$ 345.81	9,440	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	100	D	\$ 345.8	9,340	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	140	D	\$ 345.72	9,200	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	1,061	D	\$ 345.69	8,139	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	100	D	\$ 345.65	8,039	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	139	D	\$ 345.62	7,900	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	100	D	\$ 345.59	7,800	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	100	D	\$ 345.57	7,700	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	400	D	\$ 345.56	7,300	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	300	D	\$ 345.55	7,000	D
Class A Common Stock <sup>(1)</sup>	01/30/2009	S	200	D	\$ 345.53	6,800	D

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Class A Common Stock <u>(1)</u>	01/30/2009		S	200	D	\$ 345.52	6,600	D	
Class A Common Stock <u>(1)</u>	01/30/2009		S	100	D	\$ 345.5	6,500	D	
Class A Common Stock <u>(1)</u>	01/30/2009		S	200	D	\$ 345.49	6,300	D	
Class A Common Stock <u>(1)</u>	01/30/2009		S	566	D	\$ 345.48	5,734	D	
Class A Common Stock <u>(1)</u>	01/30/2009		S	200	D	\$ 345.47	5,534	D	
Class A Common Stock <u>(1)</u>	01/30/2009		S	100	D	\$ 345.35	5,434	D	
Class A Common Stock <u>(1)</u>	01/30/2009		S	200	D	\$ 345.34	5,234	D	
Class A Common Stock <u>(1)</u>	01/30/2009		S	134	D	\$ 345.33	5,100	D	
Class A Common Stock <u>(1)</u>	01/30/2009		S	300	D	\$ 345.32	4,800	D	
Class A Common Stock							2,025	I	By Trust

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	01/30/2009	M		13,000		<u>(2)</u>	<u>(3)</u>	Class A Common Stock	13,000
Option To Purchase Class B Common Stock	\$ 35	01/30/2009	M		13,000		<u>(4)</u>	04/28/2014	Class B Common Stock	13,000
Class B Common Stock	\$ 0	01/30/2009	C		13,000		<u>(2)</u>	<u>(3)</u>	Class A Common Stock	13,000

## Reporting Owners

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

## Signatures

/s/ Rumi Kanakia as attorney-in-fact for Paul S Otellini  
02/03/2009

\_\_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) 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.
- (2) There is no exercisable date for the Issuer's Class B Common Stock.
- (3) There is no expiration date for the Issuer's Class B Common Stock.
- (4) Option vests at a rate of 1/5th per year, 1/60th per month until the option fully vests, with a vesting start date of April 28, 2004.

### Remarks:

Filing 1 of 2

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.