Google Inc. Form 4 December 21, 2007

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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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

1(b).

(Print or Type Responses)

1. Name and HENNESS	Address of Repo Y JOHN L	rting Person *	2. Issuer Name Symbol Google Inc. [O	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
	(First) GLE INC., 160 EATRE PAR		3. Date of Earliest Transaction (Month/Day/Year) 12/20/2007		_X_ Director	Il applicable) =10% Owner Other (specify below)		
	(Street)		4. If Amendment Filed(Month/Day/	,	6. Individual or Jointa Applicable Line) _X_ Form filed by One	Reporting Person		
MOUNTA (City)	IN VIEW, CA	(Zip)	Table I - No	on-Derivative Securities Acc	Form filed by More Person quired, Disposed of, or	, ,		
1.Title of	2. Transaction	Date 2A. Deer	med 3.	4. Securities Acquired	5. Amount of 6.	. 7. Nature		

		Tabl	ie 1 - Noii-i	Derivative	Secu	riues Acqu	iii eu, Disposeu oi	, or benefician	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactic Code (Instr. 8)	4. Securities Acor(A) or Disposed (Instr. 3, 4 and 5		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock (4)	12/20/2007		C	120	A	\$ 0	120	D	
Class A Common Stock (4)	12/20/2007		S	22	D	\$ 685.74	98	D	
Class A Common Stock (4)	12/20/2007		S	11	D	\$ 681.78	87	D	
Class A Common	12/20/2007		S	11	D	\$ 682.56	76	D	

12/20/2007	S	11	D	\$ 682.59	65	D	
12/20/2007	S	11	D	\$ 682.8	54	D	
12/20/2007	S	11	D	\$ 682.93	43	D	
12/20/2007	S	11	D	\$ 683.32	32	D	
12/20/2007	S	21	D	\$ 684.02	11	D	
12/20/2007	S	11	D	\$ 685.83	0	D	
					4,908	I	By Trust
	12/20/2007 12/20/2007 12/20/2007	12/20/2007 S 12/20/2007 S 12/20/2007 S 12/20/2007 S	12/20/2007 S 11 12/20/2007 S 11 12/20/2007 S 11 12/20/2007 S 21	12/20/2007 S 11 D 12/20/2007 S 11 D 12/20/2007 S 11 D 12/20/2007 S 21 D	12/20/2007 S 11 D 682.59 12/20/2007 S 11 D \$682.8 12/20/2007 S 11 D \$682.93 12/20/2007 S 11 D \$683.32 12/20/2007 S 21 D \$684.02	12/20/2007 S 11 D 682.59 63 12/20/2007 S 11 D \$682.8 54 12/20/2007 S 11 D \$682.93 43 12/20/2007 S 11 D \$683.32 32 12/20/2007 S 21 D \$684.02 11 12/20/2007 S 11 D \$685.83 0	12/20/2007 S 11 D \$682.59 65 D 12/20/2007 S 11 D \$682.8 54 D 12/20/2007 S 11 D \$682.93 43 D 12/20/2007 S 11 D \$683.32 32 D 12/20/2007 S 21 D \$684.02 11 D 12/20/2007 S 11 D \$684.02 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	Date Exer	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration D	ate	Underlying S	Securities
Security	or Exercise		any	Code	Derivative	(Month/Day	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities				
	Derivative				Acquired				
	Security				(A) or				
	•				Disposed of				
					(D)				
					(Instr. 3, 4,				
					and 5)				
									Amount
						Date	Expiration	mr.a	or
						Exercisable	Date	Title	Number
				G 1 W	(4)				of
				Code V	(A) (D)				Shares
	\$ 20	12/20/2007		M	120	(1)	04/28/2014		120
	Ψ 20	12/20/2007		171	120	<u>~</u>	07/20/2017		120

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Option To Purchase Class B Common Stock								Class B Common Stock	
Class B Common Stock	\$ 0	12/20/2007	М	120		(3)	<u>(2)</u>	Class A Common Stock	120
Class B Common Stock	\$ 0	12/20/2007	C		120	(3)	(2)	Class A Common Stock	120

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043



Signatures

/s/ Rumit Kanakia, attorney-in-fact for John L. Hennessy

12/21/2007

**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.

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.

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