

Google Inc.  
Form 4  
August 07, 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 \*  
**REYES GEORGE**

(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)  
**08/05/2008**

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)  
**Chief Financial Officer**

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  | (D)  | Price   |   |            |
| Class A Common Stock <sup>(4)</sup> | 08/05/2008                           |  | C                              |   | 158   | A  | \$ 0 2,700  | D |            |
| Class A Common Stock                | 08/05/2008                           |  | G                              | V   | 158   | A  | \$ 0 158  | I | By Trust I |
| Class A Common Stock <sup>(4)</sup> | 08/05/2008                           |  | G                              | V   | 158   | D  | \$ 0 2,542  | D |            |
| Class A Common                      | 08/05/2008                           |  | S                              |   | 15  | D  | \$ 467.6428 143                                       | I | By Trust I |

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|                            |            |   |    |   |                |       |   |                 |
|----------------------------|------------|---|----|---|----------------|-------|---|-----------------|
| Stock                      |            |   |    |   |                |       |   |                 |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 16 | D | \$ 467.89      | 127   | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 6  | D | \$ 468.33      | 121   | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 10 | D | \$ 468.35      | 111   | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 16 | D | \$<br>469.1196 | 95    | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 16 | D | \$ 469.2       | 79    | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 16 | D | \$ 470         | 63    | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 5  | D | \$ 471.17      | 58    | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 13 | D | \$<br>471.2828 | 45    | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 10 | D | \$ 472         | 35    | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 5  | D | \$ 472.55      | 30    | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 20 | D | \$ 473         | 10    | I | By Trust<br>I   |
| Class A<br>Common<br>Stock | 08/05/2008 | S | 10 | D | \$ 473.75      | 0     | I | By Trust<br>I   |
| Class A<br>Common<br>Stock |            |   |    |   |                | 1,182 | I | By Trust<br>III |
| Class A<br>Common<br>Stock |            |   |    |   |                | 4,319 | I | By Trust<br>II  |

Google  
 Stock 10,313 D  
 Unit <sup>(5)</sup>

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock                       | \$ 0   | 08/05/2008                           |  | M                              | 158   | (2) (1)  | Class A Common Stock  | 158                           |
| Option To Purchase Class B Common Stock    | \$ 5   | 08/05/2008                           |  | M                              | 158   | (3) 07/18/2013   | Class B Common Stock  | 158                           |
| Class B Common Stock                       | \$ 0   | 08/05/2008                           |  | C                              | 158   | (2) (1)  | Class A Common Stock  | 158                           |
| Option To Purchase Class A Common Stock    | \$ 448.23  |                                      |  |                                |   | (6) 03/01/2017   | Class A Common Stock  | 30,000                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

REYES GEORGE  
C/O GOOGLE INC.  
1600 AMPHITHEATRE PARKWAY  
MOUNTAIN VIEW, CA 94043

Chief Financial Officer

Signatures

/s/ Rumi Kanakia, attorney-in-fact for George  
Reyes

08/07/2008

\*\*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) There is no expiration date for the Issuer's Class B Common Stock.
- (2) There is no exercisable date for the Issuer's Class B Common Stock.  
Shares subject to this option will begin vesting on August 6, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.
- (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.  
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 employment with Google on the applicable vesting dates.
- (6) 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction with

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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