

Arora Nikesh
Form 4
September 08, 2010

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arora Nikesh

(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)
09/04/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres, Global Sales & Bus Dev

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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			
Google Stock Unit (1)	09/04/2010		F		453	D \$ 470.56	11,282	D	
Google Stock Unit (1)	09/04/2010		C		613	D \$ 0	10,669	D	
Class A Common Stock	09/04/2010		C		613	A \$ 0	12,242	D	
Google Stock Unit	09/05/2010		F		1,073	D \$ 470.56	18,608	D	

(2)

Google Stock Unit	09/05/2010	C	1,738	D	\$ 0	16,870	D
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(2)

Class A Common Stock	09/05/2010	C	1,738	A	\$ 0	13,980	D
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Google Stock Unit						18,637	D
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(3)

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 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	\$ 308.57					<u>(4)</u>	05/17/2016	Class A Common Stock	4,901	
Option To Purchase Class A Common Stock	\$ 308.57					<u>(5)</u>	11/22/2016	Class A Common Stock	5,500	
Option To	\$ 308.57					<u>(6)</u>	10/05/2017	Class A Common	6,667	

Purchase					Stock
Class A					
Common					
Stock					
Option					
To					
Purchase	\$ 308.57	(7)	10/05/2017	Class A	
Class A				Common	4,668
Common				Stock	
Stock					
Option					
To					
Purchase	\$ 318.92	(8)	03/04/2019	Class A	
Class A				Common	34,138
Common				Stock	
Stock					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			Pres, Global Sales & Bus Dev	

Signatures

/s/ Jonathan Frankel, attorney-in-fact for Nikesh
Arora

09/08/2010

____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 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: 4,267 of the GSUs shall vest on 3/4/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(2) 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: 2,812 of the GSUs shall vest on 9/5/09, 2,811 of the GSUs shall vest on 12/5/09, 2,812 of the GSUs shall vest on 3/5/10, 2,812 of the GSUs shall vest on 6/5/10, 2,811 of the GSUs shall vest on 9/5/10, 2,812 of the GSUs shall vest on 12/5/10, 2,811 of the GSUs shall vest on 3/5/11, 2,812 of the GSUs shall vest on 6/5/11, 2,811 of the GSUs shall vest on 9/5/11, 2,812 of the GSUs shall vest on 12/5/11 and 2,812 of the GSUs shall vest on 3/5/12, subject to continued employment with Google on the applicable vesting dates.

(3) 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: 6,776 of the GSUs shall vest on 4/15/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

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- The option provides for vesting as follows: 1,749 shares shall vest on 9/9/09, 234 shares shall vest on 9/17/09, 233 shares shall vest on 10/17/09, 233 shares shall vest on 11/17/09, 234 shares shall vest on 12/17/09, 233 shares shall vest on 1/17/10, 233 shares shall vest on 2/17/10, 234 shares shall vest on 3/17/10, 233 shares shall vest on 4/17/10, 234 shares shall vest on 5/17/10 and 350 shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (4)
- (5) The option provides for vesting as follows: 5,250 shares shall vest on 9/9/09 and 1/48th of the total option shall vest on 9/22/09 and each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (6) The option provides for vesting as follows: 2,500 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (7) The option provides for vesting as follows: 1,750 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (8) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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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