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Form 4
October 14, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
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(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)
10/12/2010

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)

Pres, Products, Asst. Secty

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 ⁽¹⁾	10/12/2010		C		175,000	A	\$ 0 215,000
Class A Common Stock ⁽¹⁾	10/12/2010		C		27,778	A	\$ 0 242,778
Class A Common Stock ⁽¹⁾	10/12/2010		S		3,100	D	\$ 545 239,678
Class A Common	10/12/2010		S		1,660	D	\$ 544.66 238,018

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Stock ⁽¹⁾

Class A Common Stock ⁽¹⁾	10/12/2010	S	40	D	\$ 544.56	237,978	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	3,100	D	\$ 544	234,878	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	3,400	D	\$ 543	231,478	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	1,300	D	\$ 542.5	230,178	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	1,800	D	\$ 542	228,378	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	1,400	D	\$ 541	226,978	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	1,400	D	\$ 540.5	225,578	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	7,878	D	\$ 540	217,700	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	1,400	D	\$ 539	216,300	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	100	D	\$ 538.64	216,200	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	600	D	\$ 538.63	215,600	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	500	D	\$ 538.5	215,100	D
Class A Common Stock ⁽¹⁾	10/12/2010	S	100	D	\$ 538.51	215,000	D

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

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information contained in this form are not**

SEC 1474
(9-02)

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			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	10/12/2010		C		175,000		(2)	(3)	Class A Common Stock	175,000
Class B Common Stock	\$ 0	10/12/2010		C		27,778		(2)	(3)	Class A Common Stock	27,778

Pres,
Products,
Asst. Secty

Date _____

***All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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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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