#### Edgar Filing: Google Inc. - Form 4

Google Inc. Form 4											
December 2	7, 2007										
FORM	$14_{\text{UNITED}}$	STATES	SECU	RITIES A	ND EX	СНА	NGE C	OMMISSION		PROVAL	
<i>c</i>		<b>DITTL</b>		shington,					OMB Number:	3235-0287	
Check th if no lon		DENIER				Expires:	January 31, 2005				
subject to Section 16. STATEMENT OF CHANGES IN BI						ICIA		Estimated a	verage		
Form 4 of				SLeen					burden hour response	rs per 0.5	
Form 5 obligation							U	e Act of 1934,	_		
may con See Instr	tinue. Section 170			tility Hold	•	-	•	1935 or Sectior	1		
1(b).	ruction	()			F						
(Print or Type	Responses)										
1 Name and	Address of Reporting	Person *	2 1	- N	I Т: -1	. T 1		5 Relationship of	Reporting Pers	on(s) to	
HENNESS			2. Issue Symbol	r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			Google	e Inc. [GOOG]				(Check	)		
				e of Earliest Transaction				_X_Director10% Owner			
(Month/E C/O GOOGLE INC., 1600 12/24/2			-				Officer (give title Other (specify				
AMPHITH	EATRE PARKW	ΥAY						below)	below)		
			endment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mo	nth/Day/Year	r)			Applicable Line) _X_Form filed by One Reporting Person			
MOUNTA	IN VIEW, CA 94	043						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative	Secu	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date			3.	4. Securi			5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	any	,	Code (Instr. 3, 4 and 5)				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial Ownership (Instr. 4)	
		(Month/I	Day/Year)					Owned Following			
								Reported			
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Class A				coue v	mount	(D)	Thee				
Common	12/24/2007			С	120	А	\$0	120	D		
Stock $(4)$											
Class A Common	12/24/2007			S	15	D	\$	105	D		
Stock (4)				-		_	698.09		_		
Class A							\$				
Common Stock (4)	12/24/2007			S	15	D	φ 699.61	90	D		
	12/24/2007			6	11	D	\$ 605	70	D		
Class A Common	12/24/2007			S	11	D	\$ 695	79	D		

Stock (4)								
Class A Common Stock (4)	12/24/2007	S	15	D	\$ 695.49	64	D	
Class A Common Stock (4)	12/24/2007	S	15	D	\$ 695.6	49	D	
Class A Common Stock (4)	12/24/2007	S	15	D	\$ 696.22	34	D	
Class A Common Stock (4)	12/24/2007	S	8	D	\$ 697.81	26	D	
Class A Common Stock (4)	12/24/2007	S	15	D	\$ 698.6	11	D	
Class A Common Stock (4)	12/24/2007	S	11	D	\$ 698.65	0	D	
Class A Common Stock						4,908	Ι	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.

# 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. Transactic 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. De Se (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	\$ 20	12/24/2007		М		120	(1)	04/28/2014		120	

Option To Purchase Class B Common Stock							Class B Common Stock	
Class B Common Stock	\$ O	12/24/2007	М	120	(3)	(2)	Class A Common Stock	120
Class B Common Stock	\$ O	12/24/2007	С	120	(3)	(2)	Class A Common Stock	120

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Terformig Conner Family Francos	Director	10% Owner	Officer	Other			
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	Х						
Signatures							
/s/ Rumit Kanakia, attorney-in-fact for Hennessy	John L.		12/27/	2007			
<u>**</u> 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.