HENNESSY JOHN L

Form 4

March 28, 2008

FORM 4

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

obligations

Expires: 2005 Estimated average burden hours per

0.5

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

SECURITIES

Form filed by More than One Reporting

response...

See Instruction

may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person HENNESSY JOHN L	2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle	<u> </u>				
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY	(Month/Day/Year) 03/26/2008	_X_ Director 10% Owner Officer (give title Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) X Form filed by One Reporting Person			

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock (4)	03/26/2008		C	140	A	\$ 0	140	D	
Class A Common Stock (4)	03/26/2008		S	14	D	\$ 452.73	126	D	
Class A Common Stock (4)	03/26/2008		S	14	D	\$ 456.26	112	D	
Class A Common	03/26/2008		S	14	D	\$ 456.33	98	D	

Edgar Filing: HENNESSY JOHN L - Form 4

Stock (4)								
Class A Common Stock (4)	03/26/2008	S	28	D	\$ 456.47	70	D	
Class A Common Stock (4)	03/26/2008	S	14	D	\$ 456.78	56	D	
Class A Common Stock (4)	03/26/2008	S	14	D	\$ 456.97	42	D	
Class A Common Stock (4)	03/26/2008	S	14	D	\$ 457.25	28	D	
Class A Common Stock (4)	03/26/2008	S	14	D	\$ 457.37	14	D	
Class A Common Stock (4)	03/26/2008	S	14	D	\$ 458.26	0	D	
Class A Common Stock						4,308	I	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 SEC 1474 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)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)		Execution Date, if any	Transactic Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
	\$ 20	03/26/2008		M	140	(1)	04/28/2014		140			

De Se (Ir

(9-02)

Edgar Filing: HENNESSY JOHN L - Form 4

Option To Purchase Class B Common Stock							Class B Common Stock	
Class B Common Stock	\$ 0	03/26/2008	М	140	(3)	(2)	Class A Common Stock	140
Class B Common Stock	\$ 0	03/26/2008	C	140	(3)	(2)	Class A Common Stock	140

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

**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).

03/28/2008

- (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.

Reporting Owners 3