Edgar Filing: Google Inc. - Form 4

Google Inc. Form 4 April 14, 2008									PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549							-	3235-0287		
Check this box if no longer subject to Section 16.Number:3235-0287STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIESExpires:January 31, 2005Statement of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1940Expires:January 31, 									2005 average rs per	
(Print or Type Re	esponses)									
1. Name and Add LEVINSON 4	r Name and Ticker or Trading Inc. [GOOG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			of Earliest Transaction /Day/Year) /2008				X_ Director10% Owner Officer (give titleOther (specify below)below)			
	(Street)	endment, Da nth/Day/Year	dment, Date Original h/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting 				
	VIEW, CA 940	43					Person	fore than One Re	porting	
(City)	(State) ((Zip) Tab	le I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	on(A) or Dis (D) (Instr. 3, 4	sposed and 5 (A) or	of 5)	Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Class A Common Stock (1)	03/17/2008		Code V C	Amount 13,000	(D) A	Price \$ 0	13,000	D		

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)

Edgar Filing: Google Inc. - Form 4

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Class B Common Stock	\$ 0	02/28/2008		М	13,000		(2)	(3)	Class A Common Stock	13,0
Option To Purchase Class B Common Stock	\$ 35	02/28/2008		М		13,000	<u>(4)</u>	04/28/2014	Class B Common Stock	13,0
Class B Common Stock	\$ 0	03/17/2008		C		13,000	(2)	(3)	Class A Common Stock	13,0

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LEVINSON ARTHUR D C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	Х							
Signatures								
/s/ Robyn Marcello as attorney-in-fact t Levinson	r D.	0	4/14/2008					
**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) 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.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

(4) The option vests and becomes exercisable as to 1/5th of the shares on April 28, 2005 and 1/60th of the shares each month thereafter.

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.