Google Inc. Form 4 June 24, 2008

## FORM 4

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

**OMB APPROVAL** 

OMB Number:

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January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

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			
			Google	inc. [GC	JOGJ	(Check all applicable)			
(Last)	(First)	Middle)	3. Date of	of Earliest T	Transaction				
			(Month/l	Day/Year)				10%	
C/O GOOGLE INC., 1600			06/23/2	2008		Office below)	er (give title	e Other below)	r (specify
AMPHITE	IEATRE PARKW	/AY				below)		below)	
	(Street)		4. If Am	endment, D	Date Original	6. Individua	al or Joint	/Group Filin	g(Check
			Filed(Mo	onth/Day/Yea	ar)	Applicable L	Line)		
							•	Reporting Per	
MOUNTA	IN VIEW, CA 94	043				Form file Person	ed by More	e than One Rep	porting
(61)	(0)	( <del>-1</del> 1.)				1 CISOII			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Dispo	osed of, or	r Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deeme	d	3.	4. Securities Acquired (A)	) 5. Amou	unt of	6.	7. Nature
Security	(Month/Day/Year)	Execution I	Date, if	Transactio	omr Disposed of (D)	Securiti	es	Ownership	Indirect
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Benefic	•	Form:	Beneficia
		(Month/Day	v/Year)	(Instr. 8)		Owned		Direct (D)	Ownershi

` •/	, ,	1 an	ie i - Non-	Derivativ	e Seci	iriues Acquir	ea, Disposea oi,	or Beneficially	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. Securities Acquired (A) action Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Class A Common Stock (4)	06/23/2008		C	160	A	\$ 0	160	D	
Class A Common Stock (4)	06/23/2008		S	16	D	\$ 543	144	D	
Class A Common Stock (4)	06/23/2008		S	16	D	\$ 544.02	128	D	
Class A Common	06/23/2008		S	16	D	\$ 545.07	112	D	

Stock (4)								
Class A Common Stock (4)	06/23/2008	S	16	D	\$ 545.45	96	D	
Class A Common Stock (4)	06/23/2008	S	16	D	\$ 545.62	80	D	
Class A Common Stock (4)	06/23/2008	S	16	D	\$ 547.2894	64	D	
Class A Common Stock (4)	06/23/2008	S	16	D	\$ 547.9	48	D	
Class A Common Stock (4)	06/23/2008	S	16	D	\$ 548.05	32	D	
Class A Common Stock (4)	06/23/2008	S	16	D	\$ 550.92	16	D	
Class A Common Stock (4)	06/23/2008	S	16	D	\$ 545.36	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.

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transact Code (Instr. 8)	Deriva	ntive ties red sed of	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Underlying (Instr. 3 and	Securities	8 1 3 ()
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number	

De

(Ir

								of Shares
Option To Purchase Class B Common Stock	\$ 20	06/23/2008	М	160	<u>(1)</u>	04/28/2014	Class B Common Stock	160
Class B Common Stock	\$ 0	06/23/2008	M	160	(3)	(2)	Class A Common Stock	160
Class B Common Stock	\$ 0	06/23/2008	С	160	(3)	(2)	Class A Common Stock	160

# **Reporting Owners**

Reporting Owner Name / Address		iips			
	Director	10% Owner	Officer	Other	
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X				

### **Signatures**

/s/ Rumit Kanakia, attorney-in-fact for John L. Hennessy 06/24/2008

\*\*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) 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.

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