Google Inc. Form 4 June 25, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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	5. Relationship of Reporting Person(s) to Issuer			
			Google Inc. [GOOG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
C/O GOOGLE INC., 1600			06/24/2008	Officer (give title Other (specify below)			
AMPHITHEATRE PARKWAY		RKWAY		below) 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) Tak	ole I - Non-	Derivativ	e Secu	ırities Acquir	ed, 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. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	esed of 4 and (A) or		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)
Class A Common Stock (4)	06/24/2008		C	160	A	\$ 0	160	D	
Class A Common Stock (4)	06/24/2008		S	32	D	\$ 540.6216	128	D	
Class A Common Stock (4)	06/24/2008		S	16	D	\$ 542.53	112	D	
Class A Common	06/24/2008		S	16	D	\$ 544.86	96	D	

Stock (4)								
Class A Common Stock (4)	06/24/2008	S	16	D	\$ 545.7852	80	D	
Class A Common Stock (4)	06/24/2008	S	16	D	\$ 547.074	64	D	
Class A Common Stock (4)	06/24/2008	S	16	D	\$ 547.5562	48	D	
Class A Common Stock (4)	06/24/2008	S	16	D	\$ 547.7926	32	D	
Class A Common Stock (4)	06/24/2008	S	16	D	\$ 549.5876	16	D	
Class A Common Stock (4)	06/24/2008	S	16	D	\$ 550.06	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)

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

Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		
Date Expiration Exercisable Date Title Code V (A) (D)	Amount or Number of Shares	
\$ 20 06/24/2008 M 160 <u>(1)</u> 04/28/2014	160	

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Option To Purchase Class B Common Stock								Class B Common Stock	
Class B Common Stock	\$ 0	06/24/2008	M	160		<u>(3)</u>	(2)	Class A Common Stock	160
Class B Common Stock	\$ 0	06/24/2008	C		160	(3)	(2)	Class A Common Stock	160

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

06/25/2008

**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.

Reporting Owners 3