Google Inc. Form 4 September 04, 2008

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

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

Form 5 obligations may continue.

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

See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * DOERR L JOHN

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction

(Month/Day/Year) 09/02/2008

C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND **HILL ROAD**

(First)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Officer (give title

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

_ Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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Issuer

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly 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 Dispos (Instr. 3,	sed of		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 (3)	09/02/2008		C	31,800	A	\$0	31,800	D	
Class A Common Stock (3)	09/02/2008		S	700	D	\$ 477.02	31,100	D	
Class A Common Stock (3)	09/02/2008		S	3,900	D	\$ 465	27,200	D	
Class A	09/02/2008		S	1,000	D	\$	26,200	D	

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Common Stock (3)					477.25		
Class A Common Stock (3)	09/02/2008	S	2,500	D	\$ 477.5	23,700	D
Class A Common Stock (3)	09/02/2008	S	4,000	D	\$ 479	19,700	D
Class A Common Stock (3)	09/02/2008	S	800	D	\$ 477	18,900	D
Class A Common Stock (3)	09/02/2008	S	200	D	\$ 463.52	18,700	D
Class A Common Stock (3)	09/02/2008	S	200	D	\$ 463.56	18,500	D
Class A Common Stock (3)	09/02/2008	S	100	D	\$ 463.57	18,400	D
Class A Common Stock (3)	09/02/2008	S	2,300	D	\$ 466	16,100	D
Class A Common Stock (3)	09/02/2008	S	188	D	\$ 464.02	15,912	D
Class A Common Stock (3)	09/02/2008	S	212	D	\$ 464.05	15,700	D
Class A Common Stock (3)	09/02/2008	S	194	D	\$ 464.07	15,506	D
Class A Common Stock (3)	09/02/2008	S	1,238	D	\$ 463.5	14,268	D
Class A Common Stock (3)	09/02/2008	S	62	D	\$ 463.6	14,206	D
Class A Common Stock (3)	09/02/2008	S	1,406	D	\$ 464.06	12,800	D
Class A Common Stock (3)	09/02/2008	S	200	D	\$ 463.55	12,600	D

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Class A Common Stock (3)	09/02/2008	S	7,200	D	\$ 474.75	5,400	D
Class A Common Stock (3)	09/02/2008	S	5,400	D	\$ 478	0	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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and	Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onDerivative	Expiration I		Underlying		Deri
Security	or Exercise		any	Code	Securities	(Month/Day	/Year)	(Instr. 3 and	4)	Seci
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	c				(Ins
	Derivative Security				or Disposed of	Γ				
	Security				(D) (Instr. 3, 4,					
					and 5)					
									Amount	
						Date	Expiration		Amount	
						Exercisable	*	Title	Number	
				Code V	(A) (D)				of Shares	
Class B								Class A		
Common	\$ 0	09/02/2008		С	31,800	(2)	(1)	Common	31,800	
Stock						_	_	Stock	,	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025	X					
Signatures						
/s/ Rumit Kanakia, attorney-in-fact for L. John	00	/04/2008				

Doerr

09/04/2008

**Signature of Reporting Person

Date

Reporting Owners 3

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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) There is no expiration date for the Issuer's Class B Common Stock.
- (2) There is no exercisable date for the Issuer's Class B Common Stock.
- (3) 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.