

Rosenberg Jonathan J
 Form 4
 January 07, 2009

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Rosenberg Jonathan J

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)
 C/O GOOGLE INC., 1600
 AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Prod. Mgmt.

(Street)
 MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) or Disposed of (D) (Instr. 3, 4 and 5) | 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|----------|
| | | | Code | V | Amount | (D) | Price | | |
| Class A Common Stock | 01/05/2009 | | C | | 191 | A | \$ 0 4,937 | D | |
| Class A Common Stock | 01/05/2009 | | G | V | 191 | A | \$ 0 26,941 | I | By Trust |
| Class A Common Stock | 01/05/2009 | | G | V | 191 | D | \$ 0 4,746 | D | |
| Class A Common | 01/05/2009 | | S | | 19 | D | \$ 26,922 317.8962 | I | By Trust |

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| | | | | | | | | | |
|--|------------|---|----|---|-------------|--------|---|---------------|--|
| Stock | | | | | | | | | |
| Class A Common Stock | 01/05/2009 | S | 19 | D | \$ 320.05 | 26,903 | I | By Trust | |
| Class A Common Stock | 01/05/2009 | S | 19 | D | \$ 321.8484 | 26,884 | I | By Trust | |
| Class A Common Stock | 01/05/2009 | S | 19 | D | \$ 322.17 | 26,865 | I | By Trust | |
| Class A Common Stock | 01/05/2009 | S | 19 | D | \$ 323.76 | 26,846 | I | By Trust | |
| Class A Common Stock | 01/05/2009 | S | 19 | D | \$ 324.272 | 26,827 | I | By Trust | |
| Class A Common Stock | 01/05/2009 | S | 19 | D | \$ 324.8786 | 26,808 | I | By Trust | |
| Class A Common Stock | 01/05/2009 | S | 19 | D | \$ 326.073 | 26,789 | I | By Trust | |
| Class A Common Stock | 01/05/2009 | S | 19 | D | \$ 326.49 | 26,770 | I | By Trust | |
| Class A Common Stock | 01/05/2009 | S | 20 | D | \$ 326.8418 | 26,750 | I | By Trust | |
| Class A Common Stock | | | | | | 270 | I | By Trust 2 | |
| Class A Common Stock | | | | | | 270 | I | By Trust 3 | |
| Google Stock Unit ⁽¹⁾ | | | | | | 11,250 | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

| 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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock | \$ 0 | 01/05/2009 | | M | 191 | (2) (3) | Class A Common Stock | 191 |
| Option To Purchase Class B Common Stock | \$ 5 | 01/05/2009 | | M | 191 | (4) 07/18/2013 | Class B Common Stock | 191 |
| Class B Common Stock | \$ 0 | 01/05/2009 | | C | 191 | (2) (3) | Class A Common Stock | 191 |
| Option To Purchase Class A Common Stock | \$ 448.23 | | | | | (5) 03/01/2017 | Class A Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | VP Prod. Mgmt. | |

Signatures

/s/ Rumit Kanakia, attorney-in-fact for Jonathan J. Rosenberg

01/07/2009

__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 Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(2) All shares are exercisable as of the transaction date.

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

Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.

(5) 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction with

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