Eustace Robert Alan Form 4/A May 14, 2009

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:

January 31, 2005

0.5

Estimated average

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subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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).

Class A

Common

04/06/2009

(Print or Type Responses)

(11mt of Type	(Responses)										
Eustace Robert Alan Symbol			er Name and Ticker or Trading e Inc. [GOOG]				5. Relationship of Reporting Person(s) to Issuer				
(Leat)	(First)	(Middle)	C	_	-			(Check all applicable)			
	(First) GLE INC., 1600 IEATRE PARKV	(Middle)		of Earliest T Day/Year) 2009	ransactior	1		Director _X_ Officer (give below) SVP Engir		Owner er (specify earch	
	(Street)		4. If Am	endment, D	ate Origin	al	ϵ	. Individual or Joi	int/Group Filin	g(Check	
				onth/Day/Yea	r)			Applicable Line)			
MOUNTA	IN VIEW, CA 94	1043	04/08/2	2009			_	X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution		3. Transactic Code (Instr. 8)	omr Dispo (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 (1)	04/06/2009			C	2,000	A	\$ 0	7,535	D		
Class A Common Stock (1)	04/06/2009			S	100	D	\$ 364.86	7,435	D		
Class A Common Stock (1)	04/06/2009			S	100	D	\$ 363.97	7,335	D		

S

100

D

\$ 366.38 7,235

D

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Stock (1)								
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 366.64	7,135	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 365.14	7,035	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 368.575	6,935	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 364.39	6,835	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 363.28	6,735	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 368.67	6,635	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 365.03	6,535	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 366.1	6,435	D
Class A Common Stock (1)	04/06/2009		S	250	D	\$ 362.75	6,185	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 367	6,085	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 365.41	5,985	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 363.74	5,885	D
Class A Common Stock (1)	04/06/2009		S	50	D	\$ 364.73	5,835	D
Class A Common Stock (1)	04/06/2009		S	100	D	\$ 367.24	5,735	D

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Class A Common Stock (1)	04/06/2009	S	100	D	\$ 364.05	5,635	D	
Class A Common Stock (1)	04/06/2009	S	100	D	\$ 366.89	5,535	D	
Class A Common Stock						7,000	I	By Trust
Class A Common Stock						7,000	I	By Trust 2
Google Stock Unit						10,000	D	
Google Stock Unit						17,069	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)

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

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 5	04/06/2009		M		2,000	<u>(3)</u>	07/18/2013	Class B Common Stock	2,000
Class B Common Stock	\$ 0	04/06/2009		M	2,000		<u>(4)</u>	<u>(5)</u>	Class A Common Stock	2,000

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Class B Common Stock	\$ 0	04/06/2009	С	2,000	<u>(4)</u>	(5)	Class A Common Stock	2,000
Option To Purchase Class A Common Stock	\$ 308.57				<u>(6)</u>	03/01/2017	Class A Common Stock	40,000
Option To Purchase Class A Common Stock	\$ 318.92				<u>(7)</u>	03/04/2019	Class A Common Stock	34,138

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Eustace Robert Alan C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP Engineering & Research

Signatures

/s/ Jonathan Frankel, attorney-in-fact for Robert Alan Eustace

05/14/2009

**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) 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.
- 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.
 - Shares subject to this option will begin vesting on June 12, 2003 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
- (3) 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
- (4) All shares are exercisable as of the transaction date.
- (5) There is no expiration date for the Class B Common Stock.
- (6) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.

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(7) 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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.