HENNESSY JOHN L Form 4

July 06, 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

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response...

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).

Stock (1) Class A

Common

07/01/2009

(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	e Inc. [Go	JOGJ			(Check	all applicable)
(Mo			of Earliest' Day/Year) 2009	Fransactio	n		_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Am	endment, I	Date Origii	nal		6. Individual or Joint/Group Filing(Check		
MOUNTAIN VIEW, CA 94043		Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
								Person		
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivativ	e Secu	ırities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	4. Securi or Dispo (Instr. 3,	sed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount		Price	(Instr. 3 and 4)		
Class A Common Stock (1)	07/01/2009			С	200	A	\$ 0	200	D	
Class A Common Stock (1)	07/01/2009			S	10	D	\$ 420.81	190	D	
Class A Common	07/01/2009			S	10	D	\$ 421.31	180	D	

S

20

D

\$ 422.34

160

D

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Stock (1)								
Class A Common Stock (1)	07/01/2009	S	20	D	\$ 422.38	140	D	
Class A Common Stock (1)	07/01/2009	S	20	D	\$ 422.99	120	D	
Class A Common Stock (1)	07/01/2009	S	20	D	\$ 423.87	100	D	
Class A Common Stock (1)	07/01/2009	S	20	D	\$ 424.89	80	D	
Class A Common Stock (1)	07/01/2009	S	20	D	\$ 424.99	60	D	
Class A Common Stock (1)	07/01/2009	S	20	D	\$ 422.0342	40	D	
Class A Common Stock (1)	07/01/2009	S	20	D	\$ 423.98	20	D	
Class A Common Stock (1)	07/01/2009	S	20	D	\$ 424.11	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)

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	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactionof		Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(I
	Derivative				Acquired			
	Security				(A) or			
					Disposed of			
					(D)			
					(Instr 3 4			

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and 5)

				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
To Pu Cl Co	otion rchase ass B ommon ock	\$ 20	07/01/2009	M		200	<u>(2)</u>	04/28/2014	Class B Common Stock	200
Co	ass B ommon ock	\$ 0	07/01/2009	M	200		(3)	<u>(4)</u>	Class A Common Stock	200
Co	ass B ommon ock	\$ 0	07/01/2009	C		200	(3)	<u>(4)</u>	Class A Common Stock	200

Reporting Owners

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

Signatures

/s/ Jonathan Frankel, attorney-in-fact for John L.
Hennessy

07/06/2009

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

- (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.
- (2) 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.
- (3) All shares are exercisable as of the transaction date.
- (4) There is no expiration date for the Issuer's Class B Common Stock.

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.

Reporting Owners 3

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