

Rosenberg Jonathan J
 Form 4
 January 06, 2010

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)
 01/04/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP 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	(A) or (D)	Price			
Class A Common Stock	01/04/2010		S		6	D	\$ 624.91	2,327	I	By GRAT
Class A Common Stock	01/04/2010		S		6	D	\$ 625.27	2,321	I	By GRAT
Class A Common Stock	01/04/2010		S		5	D	\$ 625.32	2,316	I	By GRAT
Class A Common	01/04/2010		S		6	D	\$ 625.36	2,310	I	By GRAT

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Stock									
Class A Common Stock	01/04/2010		S	5	D	\$ 625.37	2,305	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 625.47	2,299	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 625.53	2,293	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 625.87	2,287	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 626.9	2,281	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 626.96	2,275	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 627.02	2,269	I	By GRAT
Class A Common Stock	01/04/2010		S	6	D	\$ 627.74	2,263	I	By GRAT
Class A Common Stock							270	I	By Trust 2
Class A Common Stock							270	I	By Trust 3

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

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(9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva Securi (Instr.
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