

Shriram Kavitar Ram
Form 4/A
January 12, 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 *
Shriram Kavitar Ram

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
11/04/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 or Price | | |
| Class A Common Stock ⁽¹⁾ | 10/19/2009 | | C | | 128,829 A \$ 0 | 311,749 | D |
| Class A Common Stock ⁽¹⁾ | 10/21/2009 | | C | | 128,829 A \$ 0 | 440,578 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | | S | | 100 D \$ 535.07 | 440,478 | D |
| Class A Common | 11/02/2009 | | S | | 100 D \$ 535.04 | 440,378 | D |

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| | | | | | | | |
|---|------------|---|--------|---|--------------|---------|---|
| Stock ⁽¹⁾ | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 204 | D | \$ 533.37 | 440,174 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 184 | D | \$ 533.54 | 439,990 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 100 | D | \$ 539.04 | 439,890 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 200 | D | \$ 533.33 | 439,690 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 400 | D | \$ 535.05 | 439,290 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 11,000 | D | \$ 536 | 428,290 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 21,096 | D | \$ 535 | 407,194 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 300 | D | \$ 533.32 | 406,894 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 13 | D | \$ 539.03 | 406,881 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 13,750 | D | \$ 532 | 393,131 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 5,887 | D | \$ 539 | 387,244 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 400 | D | \$ 533.47 | 386,844 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 104 | D | \$ 535.01 | 386,740 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 100 | D | \$ 533.35 | 386,640 | D |

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|---|------------|---|--------|---|--------------|---------|---|
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 100 | D | \$ 533.38 | 386,540 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 12,978 | D | \$ 537 | 373,562 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 16,602 | D | \$ 533.25 | 356,960 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 100 | D | \$ 535.27 | 356,860 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 32 | D | \$ 533.51 | 356,828 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 3,000 | D | \$ 532.5 | 353,828 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 54 | D | \$ 533.48 | 353,774 | D |
| Class A Common Stock ⁽¹⁾ | 11/02/2009 | S | 100 | D | \$ 535.12 | 353,674 | 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Class B Common Stock | \$ 0 | 10/19/2009 | | C | 128,829 | <u>(2)</u> | <u>(3)</u> | Class A Common Stock | 128,829 |

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|----------------------------|------|------------|---|---------|------------|------------|----------------------------|---------|
| Class B Common Stock | \$ 0 | 10/21/2009 | C | 128,829 | <u>(2)</u> | <u>(3)</u> | Class A Common Stock | 128,829 |
|----------------------------|------|------------|---|---------|------------|------------|----------------------------|---------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Shriram Kavitar Ram C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Jonathan Frankel, attorney-in-fact for Kavitar Ram Shriram | 01/12/2010 |
| <u> </u> **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 issued upon conversion of one share of Class B Common Stock at election of reporting person.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

This is an amendment to the first of three Form 4s originally filed on November 4, 2009 ***All of the sales reported in this Fo

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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