

Google Inc.
Form 4
August 06, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Kordestani Omid

(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)
08/04/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, World Wide Sales/Oper.

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 | (A) or (D) | Price |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | | M | | 6,626 | A | \$ 448.23 |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | | S | | 100 | D | \$ 462.64 |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | | S | | 200 | D | \$ 462.8 |
| Class A Common | 08/04/2008 | | S | | 100 | D | \$ 333,138 |
| | | | | | | | 463.05 |

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| | | | | | | | |
|---|------------|---|-----|---|--------------|---------|---|
| Stock ⁽¹⁾ | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 200 | D | \$ 463.07 | 332,938 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 26 | D | \$ 463.49 | 332,912 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 100 | D | \$ 464.53 | 332,812 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 200 | D | \$ 464.95 | 332,612 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 100 | D | \$ 465.36 | 332,512 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 200 | D | \$ 465.65 | 332,312 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 200 | D | \$ 465.77 | 332,112 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 200 | D | \$ 465.81 | 331,912 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 200 | D | \$ 465.9 | 331,712 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 100 | D | \$ 465.91 | 331,612 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 100 | D | \$ 465.92 | 331,512 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 200 | D | \$ 465.99 | 331,312 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 100 | D | \$ 466.13 | 331,212 | D |
| Class A Common Stock ⁽¹⁾ | 08/04/2008 | S | 100 | D | \$ 466.14 | 331,112 | D |

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| | | | | | | | | |
|---------------------------------------|------------|---|-----|---|--------------|---------|---|------------|
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 200 | D | \$ 466.57 | 330,912 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 100 | D | \$ 466.98 | 330,812 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 200 | D | \$ 466.99 | 330,612 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 200 | D | \$ 467.09 | 330,412 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 100 | D | \$ 467.42 | 330,312 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 200 | D | \$ 467.45 | 330,112 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 100 | D | \$ 467.58 | 330,012 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 100 | D | \$ 468.11 | 329,912 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 200 | D | \$ 468.27 | 329,712 | D | |
| Class A Common Stock <u>(1)</u> | 08/04/2008 | S | 200 | D | \$ 468.4 | 329,512 | D | |
| Class A Common Stock | | | | | | 61,723 | I | By Trust I |
| Google Stock Unit <u>(3)</u> | | | | | | 17,188 | D | |

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)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option To Purchase Class A Common Stock | \$ 448.23 | 08/04/2008 | | M | 6,626 | (2) 03/01/2017 | Class A Common Stock | 6,626 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP, World Wide Sales/Oper. | |

Signatures

/s/ Rumit Kanakia, attorney-in-fact for Omid Kordestani
 08/06/2008
 __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) 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.
- (3) 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.

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.