

Rosenberg Jonathan J
 Form 4
 February 04, 2009

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 *
 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)
 02/02/2009

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

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	(D)	Price		
Class A Common Stock	02/02/2009		C		191	A	\$ 0 4,937	D	
Class A Common Stock	02/02/2009		G	V	191	A	\$ 0 26,941	I	By Trust
Class A Common Stock	02/02/2009		G	V	191	D	\$ 0 4,746	D	
Class A Common	02/02/2009		S		16	D	\$ 26,925 336.0018	I	By Trust

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Stock									
Class A Common Stock	02/02/2009	S	16	D	\$ 336.8418	26,909	I	By Trust	
Class A Common Stock	02/02/2009	S	15	D	\$ 337.2286	26,894	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 339.163	26,878	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 343.324	26,862	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 344.8086	26,846	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 333.9218	26,830	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 334.27	26,814	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 339.11	26,798	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 340.0662	26,782	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 340.743	26,766	I	By Trust	
Class A Common Stock	02/02/2009	S	16	D	\$ 342.7842	26,750	I	By Trust	
Class A Common Stock						270	I	By Trust 2	
Class A Common Stock						270	I	By Trust 3	
Google Stock Unit ⁽¹⁾						11,250	D		

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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 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
Class B Common Stock	\$ 0	02/02/2009		M	191	(2) (3)	Class A Common Stock	191
Option To Purchase Class B Common Stock	\$ 5	02/02/2009		M	191	(4) 07/18/2013	Class B Common Stock	191
Class B Common Stock	\$ 0	02/02/2009		C	191	(2) (3)	Class A Common Stock	191
Option To Purchase Class A Common Stock	\$ 448.23					(5) 03/01/2017	Class A Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY			VP Prod. Mgmt.	

MOUNTAIN VIEW, CA 94043

Signatures

/s/ Runit Kanakia, attorney-in-fact for Jonathan J.
Rosenberg

02/04/2009

__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).

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

Shares subject to this option will begin vesting on February 26, 2006 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 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.
 - (3) 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.

Remarks:

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction with

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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