

Eustace Robert Alan
 Form 4
 May 05, 2009

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 *
 Eustace Robert Alan

(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)
 05/04/2009

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)
 Vice President of Engineering

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) or Price			
Class A Common Stock ⁽¹⁾	05/04/2009		C		2,000	A	\$ 0 7,535	D
Class A Common Stock ⁽¹⁾	05/04/2009		S		100	D	\$ 401.2301 7,435	D
Class A Common Stock ⁽¹⁾	05/04/2009		S		100	D	\$ 399.73 7,335	D
Class A Common	05/04/2009		S		100	D	\$ 400.66 7,235	D

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Stock ⁽¹⁾							
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 399.68	7,135	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 399.86	7,035	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 400.99	6,935	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 401.29	6,835	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 401.76	6,735	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 401.38	6,635	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 400.73	6,535	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 399.8101	6,435	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 399.16	6,335	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 396.5301	6,235	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 395.46	6,135	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 396.95	6,035	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 397.38	5,935	D
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 396.66	5,835	D

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Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 395.35	5,735	D	
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 396.57	5,635	D	
Class A Common Stock ⁽¹⁾	05/04/2009	S	100	D	\$ 396.62	5,535	D	
Class A Common Stock						7,000	I	By Trust 1
Class A Common Stock						7,000	I	By Trust 2
Google Stock Unit ⁽²⁾						10,000	D	
Google Stock Unit ⁽²⁾						17,069	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 5	05/04/2009		M	2,000	⁽³⁾	07/18/2013	Class B Common Stock	2,000

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- (4) All shares are exercisable as of the transaction date.
- (5) There is no expiration date for the Issuer's Class B Common Stock.
- (6) 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:

***All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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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