

Rosenberg Jonathan J
 Form 4
 August 09, 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)
 08/06/2010

____ 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

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)	(A) or (D)	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	Price		
Class A Common Stock	08/06/2010		C		239	\$ 0	D	
Class A Common Stock	08/06/2010		G	V	239	\$ 0	D	
Class A Common Stock	08/06/2010		G	V	239	\$ 0	I	By Trust
Class A Common	08/06/2010		S		20	\$ 496.7	I	By Trust

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Stock									
Class A Common Stock	08/06/2010	S	20	D	\$ 496.7745	29,967	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 497.41	29,947	I	By Trust	
Class A Common Stock	08/06/2010	S	4	D	\$ 497.62	29,943	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 497.65	29,923	I	By Trust	
Class A Common Stock	08/06/2010	S	15	D	\$ 497.7	29,908	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 497.97	29,888	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 498.33	29,868	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 498.75	29,848	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 499.05	29,828	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 503.3045	29,808	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 504.04	29,788	I	By Trust	
Class A Common Stock	08/06/2010	S	20	D	\$ 505.4	29,768	I	By Trust	
Class A Common Stock						1,605	I	By GRAT	
Class A Common Stock						2,123	I	By GRAT 2	

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Class A Common Stock		270	I	By Trust 2
Class A Common Stock		270	I	By Trust 3
Google Stock Unit ⁽¹⁾		3,750	D	
Google Stock Unit ⁽¹⁾		11,735	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	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 5	08/06/2010		M	239	⁽²⁾ 07/18/2013	Class B Common Stock	239	
Class B Common Stock	\$ 0	08/06/2010		M	239	⁽³⁾ ⁽⁴⁾	Class A Common Stock	239	
Class B Common Stock	\$ 0	08/06/2010		C	239	⁽³⁾ ⁽⁴⁾	Class A Common Stock	239	
	\$ 308.57					⁽⁵⁾ 03/01/2017		40,000	

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