

Shriram Kavitar Ram
Form 4
October 19, 2010

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 *
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)
10/15/2010

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock ⁽¹⁾	10/15/2010		S	1,700	D \$ 593.17	2,644	D
Class A Common Stock ⁽¹⁾	10/15/2010		S	150	D \$ 593.16	2,494	D
Class A Common Stock ⁽¹⁾	10/15/2010		S	100	D \$ 593.15	2,394	D
Class A Common	10/15/2010		S	51	D \$ 593.14	2,343	D

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Stock ⁽¹⁾								
Class A Common Stock ⁽¹⁾	10/15/2010	S	82	D	\$ 593.13	2,261	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	50	D	\$ 593.12	2,211	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	100	D	\$ 593.04	2,111	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	112	D	\$ 593.01	1,999	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	355	D	\$ 593	1,644	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	50	D	\$ 592.65	1,594	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	100	D	\$ 592.64	1,494	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	50	D	\$ 592.63	1,444	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	200	D	\$ 592.62	1,244	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	50	D	\$ 592.57	1,194	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	50	D	\$ 592.53	1,144	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	100	D	\$ 592.52	1,044	D	
Class A Common Stock ⁽¹⁾	10/15/2010	S	650	D	\$ 592.5	394	D	
Class A Common Stock	10/15/2010	S	50	D	\$ 601	56,993	I	By Spouse

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Class A Common Stock	10/15/2010	S	50	D	\$ 600.57	56,943	I	By Spouse
Class A Common Stock	10/15/2010	S	50	D	\$ 600.56	56,893	I	By Spouse
Class A Common Stock	10/15/2010	S	450	D	\$ 600.55	56,443	I	By Spouse
Class A Common Stock	10/15/2010	S	50	D	\$ 600.54	56,393	I	By Spouse
Class A Common Stock	10/15/2010	S	300	D	\$ 600.53	56,093	I	By Spouse
Class A Common Stock	10/15/2010	S	100	D	\$ 600.51	55,993	I	By Spouse
Class A Common Stock	10/15/2010	S	1,500	D	\$ 600.5	54,493	I	By Spouse
Class A Common Stock	10/15/2010	S	1,050	D	\$ 600.03	53,443	I	By Spouse
Class A Common Stock	10/15/2010	S	13,400	D	\$ 600	40,043	I	By Spouse
Class A Common Stock	10/15/2010	S	2,634	D	\$ 599.76	37,409	I	By Spouse
Class A Common Stock	10/15/2010	S	366	D	\$ 599.75	37,043	I	By Spouse
Class A Common Stock	10/15/2010	S	2,150	D	\$ 599.5	34,893	I	By Spouse

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)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares	

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/ Patty Chang, attorney-in-fact for Kavitar Ram
Shriram

10/19/2010

__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.

Remarks:

This form is two of four Form 4s filed on October 19, 2010 for transactions effected by the Reporting Person on January 5, 2010.

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.