

Google Inc.
Form 4
October 27, 2008

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENNESSY JOHN L

(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)
10/24/2008

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)

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⁾	10/24/2008		C		140	A	\$ 0 140
Class A Common Stock ⁽¹⁾	10/24/2008		S		14	D	\$ 335.4638 126
Class A Common Stock ⁽¹⁾	10/24/2008		S		14	D	\$ 342.346 112
Class A Common Stock	10/24/2008		S		14	D	\$ 343.0802 98

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Stock ⁽¹⁾

Class A Common Stock ⁽¹⁾	10/24/2008	S	14	D	\$ 343.6444	84	D	
Class A Common Stock ⁽¹⁾	10/24/2008	S	14	D	\$ 344.849	70	D	
Class A Common Stock ⁽¹⁾	10/24/2008	S	14	D	\$ 347.32	56	D	
Class A Common Stock ⁽¹⁾	10/24/2008	S	14	D	\$ 326.47	42	D	
Class A Common Stock ⁽¹⁾	10/24/2008	S	14	D	\$ 338.041	28	D	
Class A Common Stock ⁽¹⁾	10/24/2008	S	14	D	\$ 340.9456	14	D	
Class A Common Stock ⁽¹⁾	10/24/2008	S	14	D	\$ 341.9058	0	D	
Class A Common Stock						4,308	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

										of Shares
Option To Purchase Class B Common Stock	\$ 20	10/24/2008	M	140	(2)	04/28/2014	Class B Common Stock	140		
Class B Common Stock	\$ 0	10/24/2008	M	140	(3)	(4)	Class A Common Stock	140		
Class B Common Stock	\$ 0	10/24/2008	C	140	(3)	(4)	Class A Common Stock	140		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			X	

Signatures

/s/ Rumit Kanakia, attorney-in-fact for John L.
Hennessy

10/27/2008

__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 was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) The option vests and becomes exercisable as to 1/5th of the shares on March 18, 2005 and 1/60th of shares each month thereafter.
- (3) All shares are exercisable as of the transaction date.
- (4) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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

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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