

Kordestani Omid
Form 4
September 30, 2008

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 *
Kordestani Omid

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)

3. Date of Earliest Transaction (Month/Day/Year)

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

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

09/29/2008

SVP, World Wide Sales/Oper.

(Street)

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

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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⁾ | 09/29/2008 | | S | | 200 D \$ 400 | 287,803 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | | S | | 200 D \$ 400.07 | 287,603 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | | S | | 100 D \$ 400.14 | 287,503 | D |
| Class A Common | 09/29/2008 | | S | | 200 D \$ 400.16 | 287,303 | D |

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| | | | | | | | |
|-------------------------------------------|------------|---|-----|---|-----------|---------|---|
| Stock ⁽¹⁾ | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 400.2 | 287,203 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 91 | D | \$ 400.27 | 287,112 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 75 | D | \$ 400.32 | 287,037 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 400.33 | 286,937 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 9 | D | \$ 400.58 | 286,928 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 25 | D | \$ 400.6 | 286,903 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 401.19 | 286,803 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 401.75 | 286,703 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 200 | D | \$ 402.24 | 286,503 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 403.08 | 286,403 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 403.1 | 286,303 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 403.35 | 286,203 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 200 | D | \$ 403.79 | 286,003 | D |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 403.9 | 285,903 | D |

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| | | | | | | | | |
|-------------------------------------------|------------|---|-----|---|--------------|---------|---|------------|
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 403.97 | 285,803 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 404.8 | 285,703 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 404.94 | 285,603 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 200 | D | \$ 404.97 | 285,403 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 200 | D | \$ 405.17 | 285,203 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 200 | D | \$ 405.32 | 285,003 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 200 | D | \$ 405.54 | 284,803 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 405.73 | 284,703 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 406.5 | 284,603 | D | |
| Class A Common Stock ⁽¹⁾ | 09/29/2008 | S | 100 | D | \$ 406.54 | 284,503 | D | |
| Class A Common Stock | | | | | | 61,723 | I | By Trust I |
| Google Stock Unit ⁽²⁾ | | | | | | 15,625 | 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)

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***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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