Rosenberg Jonathan J
Form 4
August 10, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Rosenberg Jonathan J

(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)
08/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP Prod. Mgmt.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	08/06/2009		C		215	A	$ 0	893	D	
Class A Common Stock	08/06/2009		G	V	215	D	$ 0	678	D	
Class A Common Stock	08/06/2009		G	V	215	A	$ 0	26,052	I	By Trust
Class A Common	08/06/2009		S		18	D	$ 454.32	26,034	I	By Trust

Stock								
Class A Common Stock	08/06/2009	S	18	D	$ 451.1331	26,016	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 449.3052	25,998	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 450.8808	25,980	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 450.9576	25,962	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 450.9418	25,944	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 451.4164	25,926	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 450.36	25,908	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 451.8908	25,890	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 449.7808	25,872	I	By Trust
Class A Common Stock	08/06/2009	S	18	D	$ 449.6732	25,854	I	By Trust
Class A Common Stock	08/06/2009	S	17	D	$ 450.914	25,837	I	By Trust
Class A Common Stock						2,473	I	By GRAT
Class A Common Stock						2,473	I	By GRAT 2
Class A Common Stock						270	I	By Trust 2

Class A Common Stock	270	I	By Trust 3
Google Stock Unit (1)	8,750	D	
Google Stock Unit (1)	17,069	D	

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	$ 5	08/06/2009		M			215	(2)	07/18/2013	Class B Common Stock	215	
Class B Common Stock	$ 0	08/06/2009		M		215		(3)	(4)	Class A Common Stock	215	
Class B Common Stock	$ 0	08/06/2009		C			215	(3)	(4)	Class A Common Stock	215	
Option To Purchase Class A	$ 308.57							(5)	03/01/2017	Class A Common Stock	40,000	

Common Stock						
Option To Purchase Class A Common Stock	$ 318.92		(6)	03/04/2019	Class A Common Stock	34,138

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP Prod. Mgmt.	

Signatures

/s/ Patty Chang, attorney-in-fact for Jonathan J. Rosenberg	08/10/2009
**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) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(2) Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.

(3) All shares are exercisable as of the transaction date.

(4) There is no expiration date for the Google Inc.'s Class B Common Stock.

(5) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.

(6) 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is 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 Pers

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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