

Rosenberg Jonathan J
Form 4
September 04, 2009

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
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(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)
09/02/2009

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 ____ Other (specify
below) 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	09/02/2009		C		216	A	\$ 0	1,572	D
Class A Common Stock	09/02/2009		G	V	216	D	\$ 0	1,356	D
Class A Common Stock	09/02/2009		G	V	216	A	\$ 0	26,053	I By Trust
Class A Common	09/02/2009		S		18	D	\$ 453.2354	26,035	I By Trust

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Stock								
Class A Common Stock	09/02/2009	S	18	D	\$ 453.5686	26,017	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 453.7488	25,999	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 453.7774	25,981	I	By Trust
Class A Common Stock	09/02/2009	S	16	D	\$ 453.7586	25,965	I	By Trust
Class A Common Stock	09/02/2009	S	2	D	\$ 453.7762	25,963	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 453.9898	25,945	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 454.0352	25,927	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 454.054	25,909	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 454.22	25,891	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 454.6474	25,873	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 454.742	25,855	I	By Trust
Class A Common Stock	09/02/2009	S	18	D	\$ 455.4	25,837	I	By Trust
Class A Common Stock						2,473	I	By GRAT
Class A Common Stock						2,473	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⁾	7,500	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	09/02/2009		M		216	(2)	07/18/2013		Class B Common Stock	216
Class B Common Stock	\$ 0	09/02/2009		M		216	(3)	(4)		Class A Common Stock	216
Class B Common Stock	\$ 0	09/02/2009		C		216	(3)	(4)		Class A Common Stock	216
	\$ 308.57						(5)	03/01/2017			40,000

Option
To
Purchase
Class A
Common
Stock

Class A
Common
Stock

Option
To
Purchase \$ 318.92
Class A
Common
Stock

(6)

03/04/2019

Class A
Common 34,138
Stock

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

09/04/2009

__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 Person.

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