Shriram Kavitark Ram Form 4/A January 12, 2010

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(City)

Class A

Common

(Zip)

(State)

11/02/2009

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Shriram Kavitark Ram |          |       | 2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]  | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)   |  |  |
|--|----------|-------|---|--|--|--|
| (Last)  C/O GOOGLE  AMPHITHEA                                  |          |       | 3. Date of Earliest Transaction (Month/Day/Year) 11/02/2009     | _X_ Director 10% Owner Officer (give title below) Other (specify below)  |  |  |
| MOUNTAIN '   | (Street) | 94043 | 4. If Amendment, Date Original Filed(Month/Day/Year) 11/04/2009 | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |

| (City)                               | (State)                              | (Zip) Tab   | le I - Non-l                           | Derivative S                                       | ecurit  | ies Acquir   | ed, Disposed of,   | or Beneficially  | y Owned   |
|--------------------------------------|--------------------------------------|---|--|--|---------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securitie onor Disposed (Instr. 3, 4 and Amount | d of (D | ))           | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Class A Common Stock (1)             | 11/02/2009                           |   | S                                      | 400  | D       | \$<br>529.36 | 297,078  | D  |   |
| Class A Common Stock (1)             | 11/02/2009                           |   | S                                      | 366  | D       | \$<br>529.05 | 296,712  | D  |   |
| Class A Common Stock (1)             | 11/02/2009                           |   | S                                      | 300  | D       | \$<br>529.02 | 296,412  | D  |   |

400

D

\$

529.35

296,012

D

S

| Stock (1)                      |            |     |          |   |              |         |   |              |
|--------------------------------|------------|-----|----------|---|--------------|---------|---|--------------|
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 500      | D | \$<br>529.33 | 295,512 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 66       | D | \$<br>529.11 | 295,446 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 4,152    | D | \$ 529       | 291,294 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 200      | D | \$<br>529.01 | 291,094 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 66       | D | \$<br>529.03 | 291,028 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 84       | D | \$<br>529.07 | 290,944 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 100      | D | \$<br>529.34 | 290,844 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 100      | D | \$<br>529.15 | 290,744 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 100      | D | \$ 529.1     | 290,644 | D |              |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | S   | 66       | D | \$<br>529.09 | 290,578 | D |              |
| Class A<br>Common<br>Stock     | 11/02/2009 | G ' | V 27,773 | D | \$ 0         | 0       | I | By Trust     |
| Class A<br>Common<br>Stock (1) | 11/02/2009 | G ' | V 27,773 | A | \$ 0         | 318,351 | D |              |
| Class A<br>Common<br>Stock     | 11/02/2009 | G ' | V 27,773 | D | \$ 0         | 0       | I | By Trust     |
| Class A<br>Common<br>Stock     | 11/02/2009 | G ' | V 27,773 | A | \$ 0         | 200,000 | I | By<br>Spouse |

#### Edgar Filing: Shriram Kavitark Ram - Form 4/A

| Class A<br>Common<br>Stock | 11/02/2009 | G | V | 107,043 | D | \$ 0 | 192,957 | I | Trust 3      |
|----------------------------|------------|---|---|---------|---|------|---------|---|--------------|
| Class A Common Stock (1)   | 11/02/2009 | G | V | 107,043 | A | \$ 0 | 425,394 | D |              |
| Class A<br>Common<br>Stock | 11/02/2009 | G | V | 107,043 | D | \$ 0 | 192,957 | I | Trust 4      |
| Class A<br>Common<br>Stock | 11/02/2009 | G | V | 107,043 | A | \$ 0 | 307,043 | I | By<br>Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 2.<br>Conversion<br>or Exercise    | 3. Transaction Date (Month/Day/Year) |                  | 4.<br>Transact<br>Code | 5. ionNumber of | 6. Date Exer<br>Expiration D<br>(Month/Day) | Date               | 7. Title and A Underlying S (Instr. 3 and | Securities                          | 8. Price of Derivative Security |
|---------------------------------|------------------------------------|--------------------------------------|------------------|------------------------|-----------------|---|--------------------|---|-------------------------------------|---------------------------------|
| (Instr. 3)                      | Price of<br>Derivative<br>Security |                                      | (Month/Day/Year) | (Instr. 8)             |                 | e   | ,                  |   | ,                                   | (Instr. 5)                      |
|                                 |                                    |                                      |                  | Code V                 | ' (A) (D)       | Date<br>Exercisable                         | Expiration<br>Date | Title                                     | Amount<br>or<br>Number<br>of Shares |                                 |
| Class B<br>Common<br>Stock      | \$ 0                               |                                      |                  |                        |                 | (2)   | (3)                | Class A<br>Common<br>Stock                | 33,767                              |                                 |

## **Reporting Owners**

1600 AMPHITHEATRE PARKWAY

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| . 9                            | Director      | 10% Owner | Officer | Other |  |  |  |  |
| Shriram Kavitark Ram           | X             |           |         |       |  |  |  |  |
| C/O GOOGLE INC                 |               |           |         |       |  |  |  |  |

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**MOUNTAIN VIEW, CA 94043** 

#### **Signatures**

/s/ Jonathan Frankel, attorney-in-fact for Kavitark Ram Shriram

01/12/2010

\*\*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.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

#### **Remarks:**

This is an amendment to the third of three Form 4s originally filed on November 4, 2009 \*\*\*All of the sales reported in this Form. 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.

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