HENNESSY JOHN L

Form 4

November 03 2010

NOVCII	IUCI	05,	2010
FO	RI	М	4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Add HENNESSY	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O GOOGL AMPHITHE	•		3. Date of Earliest Transaction (Month/Day/Year) 11/01/2010	(Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)			
MOUNTAIN	(Street) VIEW, CA	94043	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Ownership Indirect Security Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common 11/01/2010 \mathbf{C} 800 A \$0 1,075 D Stock (1) Class A Common S 100 D 975 D 11/01/2010 612.71 Stock (1) Class A Common S 100 875 D 11/01/2010 Stock (1) Class A 11/01/2010 S 100 \$ D D 775 Common 615.25

Edgar Filing: HENNESSY JOHN L - Form 4

Stock (1)								
Class A Common Stock (1)	11/01/2010	S	100	D	\$ 615.3	675	D	
Class A Common Stock (1)	11/01/2010	S	100	D	\$ 615.33	575	D	
Class A Common Stock (1)	11/01/2010	S	100	D	\$ 615.6	475	D	
Class A Common Stock (1)	11/01/2010	S	100	D	\$ 615.67	375	D	
Class A Common Stock (1)	11/01/2010	S	100	D	\$ 618.66	275	D	
Class A Common Stock						4,308	I	By Trust
Google Stock Unit						726	D	
Google Stock Unit						827	D	

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 (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. Transa Code (Instr.		5. Number of Derivation Security Acquires (A) or Dispose (D) (Instr. 2 and 5)	tive ies ed	6. Date Exer Expiration D (Month/Day.	ate	7. Title and Underlying (Instr. 3 and	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

De

(Ir

								of Shares
Option To Purchase Class B Common Stock	\$ 20	11/01/2010	М	800	(3)	04/28/2014	Class B Common Stock	800
Class B Common Stock	\$ 0	11/01/2010	M	800	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	800
Class B Common Stock	\$ 0	11/01/2010	С	800	<u>(4)</u>	(5)	Class A Common Stock	800

Reporting Owners

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

Signatures

/s/ Jonathan Frankel, attorney-in-fact for John L. Hennessy

**Signature of Reporting Person

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).

Date

- (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.
- 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 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
- (3) 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.
- (4) All shares are exercisable as of the transaction date.
- (5) 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 adopted by the Reporting Personate: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 3

Edgar Filing: HENNESSY JOHN L - Form 4

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.