Arora Nikesh Form 4 November 04, 2010

Stock Unit

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Arora Nikesh Issuer Symbol Google Inc. [GOOG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify C/O GOOGLE INC., 1600 11/02/2010 below) AMPHITHEATRE PARKWAY Pres, Global Sales & Bus Dev (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **MOUNTAIN VIEW, CA 94043** 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 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common D 5.915 Stock Google Stock Unit 10,669 D (1) Google Stock Unit 16,870 D (2) D Google 16,942

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option To Purchase Class A Common Stock	\$ 308.57	11/02/2010		S		1,250	<u>(4)</u>	11/22/2016	Class A Common Stock	0	:
Option To Purchase Class A Common Stock	\$ 308.57	11/02/2010		S		1,000	<u>(4)</u>	11/22/2016	Class A Common Stock	0	
Option To Purchase Class A Common Stock	\$ 308.57	11/02/2010		S		1,000	<u>(6)</u>	10/05/2017	Class A Common Stock	0	:
Option To Purchase Class A Common Stock	\$ 308.57	11/02/2010		S		666	<u>(6)</u>	10/05/2017	Class A Common Stock	0	
Option	\$ 308.57						<u>(7)</u>	05/17/2016	Class A	4,901	

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To Purchase Class A Common Stock				Common Stock	
Option To Purchase Class A Common Stock	\$ 308.57	<u>(8)</u>	10/05/2017	Class A Common Stock	4,668
Option To Purchase Class A Common Stock	\$ 318.92	<u>(9)</u>	03/04/2019	Class A Common Stock	34,138

Reporting Owners

Reporting Owner Name / Address	retutionsmp5					
	Director	10% Owner	Officer	Other		

Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

Pres, Global Sales & Bus Dev

Dalationchin

Signatures

/s/ Patty Chang, attorney-in-fact for Nikesh Arora 11/04/2010

**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).
- 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: 4,267 of the GSUs shall vest on 3/4/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
 - 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: 2,812 of the GSUs shall vest on 9/5/09, 2,811 of the GSUs shall vest on 12/5/09, 2,812 of the GSUs shall vest on 3/5/10, 2,812 of the GSUs shall vest on 6/5/10, 2,811 of the GSUs shall vest on 9/5/10, 2,812 of the GSUs shall vest on 12/5/10, 2,811 of the GSUs shall vest on 6/5/11, 2,812 of the GSUs shall vest on 6/5/11, 2,812 of the GSUs shall vest on 9/5/11, 2,812 of the GSUs shall vest on 3/5/12, subject to continued employment with Google on the applicable vesting dates.
- (3) 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: 6,776 of the GSUs shall vest on 4/15/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting

Reporting Owners 3

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dates.

- The option provides for vesting as follows: 5,250 shares shall vest on 9/9/09 and 1/48th of the total option shall vest on 9/22/09 and each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (5) The sale was made through Google's Transferable Stock Option ("TSO") program, pursuant to which vested stock options are sold to institutional investors in an online auction.
- The option provides for vesting as follows: 2,500 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- The option provides for vesting as follows: 1,749 shares shall vest on 9/9/09, 234 shares shall vest on 9/17/09, 233 shares shall vest on 10/17/09, 233 shares shall vest on 11/17/10, 234 shares shall vest on 12/17/09, 233 shares shall vest on 1/17/10, 234 shares shall vest on 2/17/10, 234 shares shall vest on 3/17/10, 233 shares shall vest on 4/17/10, 234 shares shall vest on 5/17/10 and 350 shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (8) The option provides for vesting as follows: 1,750 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (9) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest 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 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.