Eustace Robert Alan Form 4 November 09, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005
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burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

D

Ι

Ι

I

if no longer subject to Section 16. 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock
Class A
Common

Stock
Class A
Common

Stock Class A

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

11/04/2010

Eustace Rob	Symbol Google l	Symbol Google Inc. [GOOG]			(Check all applicable)			
(Last)	(First) (M LE INC., 1600	3. Date of (Month/Date 11/04/20	•	nsaction		DirectorX Officer (given	10%	6 Owner er (specify
	EATRE PARKWA		,10			below) SVP Eng	below) gineering & Res	earch
			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		
MOUNTAIN (City)	N VIEW, CA 9404	7: _m)				Form filed by Person	More than One Re	eporting
(City)	(State)	Table Table	e I - Non-De	erivative Se	ecurities Aco	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition Acquired Disposed (Instr. 3, 4)	(A) or of (D)	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)
Class A								

V 2,772 D

\$0

13,086

4,815

3,751

4,434

By Trust 2

By Trust 4

By Trust 7

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Stock			
Class A Common Stock	4,815	I	By Trust 1
Class A Common Stock	3,751	I	By Trust 3
Class A Common Stock	4,434	I	By Trust 6
Google Stock Unit	2,500	D	
Google Stock Unit	10,669	D	

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

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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. Transactic Code (Instr. 8)	5. onNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 308.57					<u>(2)</u>	03/01/2017	Class A Common Stock	40,000
Option To	\$ 318.92					(3)	03/04/2019	Class A Common	34,138

SEC 1474

(9-02)

8. Prio Deriv Secur (Instr. Purchase Stock

Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eustace Robert Alan C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP Engineering & Research

Signatures

/s/ Patty Chang, attorney-in-fact for Robert Alan Eustace

11/09/2010

**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: 1/4th of the GSUs shall vest on the one-year grant date
- (1) snare underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs snall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
- (2) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.
- (3) 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.

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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