Drummond David C Form 4/A December 03, 2010

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

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

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Drummond David C Syn				Symbol	Symbol Google Inc. [GOOG]					Issuer			
	(First) OGLE INC., THEATRE P	1600	Middle)	3. Date of (Month/E) 12/01/2	Day/Yea		ansaction			(Check all applicable) Director 10% Owner X Officer (give title Other (specify below) SVP, Corporate Development			
(Street) MOUNTAIN VIEW, CA 94043				4. If Amendment, Date Original Filed(Month/Day/Year) 12/02/2010						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)	Tabl	le I - No	n-D	erivative	Secui	rities Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transac (Month/Da		2A. Deen Execution any (Month/E	Date, if	Code (Instr.	8)	4. Securi r(A) or Di (Instr. 3,	ispose 4 and (A) or	d 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)	
Google Stock Ur	nit 12/01/20)10			A		4,999	A	\$ 0	4,999	D		
Google Stock Ur	nit 12/01/20)10			F		438	D	\$ 555.71	1,437	D		
Google Stock Ur	nit 12/01/20)10			C		499	D	\$ 0	938	D		
Class A Commor	12/01/20	010			C		499	A	\$ 0	11,027	D		

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Stock								
Class A Common Stock	12/01/2010	C	1,400	A	\$ 0	12,427	D	
Class A Common Stock	12/01/2010	S	1,400	D	\$ 562.82	11,027	D	
Class A Common Stock						2,090	I	By Spouse
Google Stock Unit						10,669	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. Transaction Code (Instr. 8)	5. Number of or 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	\$ 564.35	12/01/2010		A	9,998		(3)	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class B Common Stock	\$ 5	12/01/2010		M		1,400	<u>(4)</u>	07/18/2013	Class B Common Stock	1,400
Class B Common	\$ 0	12/01/2010		M	1,400		<u>(5)</u>	<u>(6)</u>	Class A Common	1,400

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Stock							Stock	
Class B Common Stock	\$ 0	12/01/2010	С	1,400	<u>(5)</u>	<u>(6)</u>	Class A Common Stock	1,400
Option To Purchase Class A Common Stock	\$ 308.57				<u>(7)</u>	03/01/2017	Class A Common Stock	30,000
Option To Purchase Class A Common Stock	\$ 318.92				(3)	03/04/2019	Class A Common Stock	34,138

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Drummond David C C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP, Corporate Development

Signatures

/s/ Jonathan Frankel, attorney-in-fact for David C. Drummond

12/03/2010

**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 anniversary and 1/16th 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: 25% of GSUs shall vest 12 months after vesting commencement date and 1/16th of shares shall vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- (3) The option provided for vesting as follows: 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.
- (4) 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

Reporting Owners 3

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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.

- (5) All shares are exercisable as of the transaction date.
- (6) There is no expiration date for Google Inc.'s Class B Common Stock.
- (7) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 12, 2009.

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.