HENNESSY JOHN L

Form 4

December 03, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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may continue.

See Instruction

Check this box

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).

Stock (1) Class A

Common

12/01/2010

(Print or Type Responses)

| HENNESSY JOHN L Symbol | | | Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|--|--|------------|----------|---|-------------------------|------------------------------|--------------|--|--|---|--|--|
| Ø . A | (F' 1) | (MC 1 II) | C | _ | - | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) 3. Date of (Month/D) C/O GOOGLE INC., 1600 12/01/20 AMPHITHEATRE PARKWAY | | | | - | ransaction | 1 | _ | _X Director Officer (give toelow) | | Owner er (specify | | |
| | (Street) | | 4. If Am | endment, D | ate Origin | al | (| 6. Individual or Joint/Group Filing(Check | | | | |
| | | | | onth/Day/Yea | | | | Applicable Line) | | | | |
| | | | | · | | | - | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| MOUNTAI | IN VIEW, CA 94 | 4043 | | | | | Ī | | | | | |
| (City) | (State) | (Zip) | Tab | le I - Non- | Derivativ | e Secu | rities Acqui | ired, Disposed of, | or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | | Date, if | 3. Transaction Code (Instr. 8) | omr Dispo (Instr. 3, | sed of 4 and (A) or | 5) | 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 Common Stock (1) | 12/01/2010 | | | C | Amount 401 | (D) | Price | 744 | D | | | |
| Class A Common Stock (1) | 12/01/2010 | | | S | 35 | D | \$ 562.82 | 709 | D | | | |
| Class A Common | 12/01/2010 | | | S | 33 | D | \$ 566.72 | 676 | D | | | |

S

33

D

\$ 566.9 643

D

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| 12/01/2010 | S | 1 | D | \$ 567.3 | 642 | D |
|------------|---|---|---|---|---|--|
| 12/01/2010 | S | 34 | D | \$ 567.31 | 608 | D |
| 12/01/2010 | S | 33 | D | \$ 567.78 | 575 | D |
| 12/01/2010 | S | 34 | D | \$ 567.87 | 541 | D |
| 12/01/2010 | S | 33 | D | \$ 568.24 | 508 | D |
| 12/01/2010 | S | 33 | D | \$ 568.35 | 475 | D |
| 12/01/2010 | S | 33 | D | \$ 568.43 | 442 | D |
| 12/01/2010 | S | 33 | D | \$ 568.78 | 409 | D |
| 12/01/2010 | S | 33 | D | \$ 569.5 | 376 | D |
| 12/01/2010 | S | 33 | D | \$ 570.14 | 343 | D |
| 12/02/2010 | C | 400 | A | \$ 0 | 743 | D |
| 12/02/2010 | S | 50 | D | \$ 568.32 | 693 | D |
| 12/02/2010 | S | 50 | D | \$ 569.83 | 643 | D |
| 12/02/2010 | S | 100 | D | \$ 571.67 | 543 | D |
| | 12/01/2010 12/01/2010 12/01/2010 12/01/2010 12/01/2010 12/01/2010 12/01/2010 12/01/2010 12/01/2010 12/02/2010 12/02/2010 12/02/2010 | 12/01/2010 S 12/02/2010 C 12/02/2010 S 12/02/2010 S 12/02/2010 S | 12/01/2010 S 34 12/01/2010 S 33 12/02/2010 S 50 12/02/2010 S 50 | 12/01/2010 S 34 D 12/01/2010 S 33 D 12/01/2010 S 34 D 12/01/2010 S 33 D 12/02/2010 S 33 D 12/02/2010 S 50 D 12/02/2010 S 50 D 12/02/2010 S 50 D | 12/01/2010 S 34 D \$ 567.31 12/01/2010 S 33 D \$ 567.78 12/01/2010 S 34 D \$ 567.87 12/01/2010 S 33 D \$ 568.24 12/01/2010 S 33 D \$ 568.35 12/01/2010 S 33 D \$ 568.43 12/01/2010 S 33 D \$ 568.78 12/01/2010 S 33 D \$ 569.5 12/01/2010 S 33 D \$ 569.5 12/02/2010 C 400 A \$ 0 12/02/2010 S 50 D \$ 568.32 12/02/2010 S 50 D \$ 569.83 | 12/01/2010 S 34 D \$ 567.31 608 12/01/2010 S 33 D \$ 567.78 575 12/01/2010 S 34 D \$ 567.87 541 12/01/2010 S 33 D \$ 568.24 508 12/01/2010 S 33 D \$ 568.35 475 12/01/2010 S 33 D \$ 568.43 442 12/01/2010 S 33 D \$ 568.78 409 12/01/2010 S 33 D \$ 569.5 376 12/01/2010 S 33 D \$ 570.14 343 12/02/2010 C 400 A \$ 0 743 12/02/2010 S 50 D \$ 569.83 643 |

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| Class A Common Stock (1) | 12/02/2010 | S | 200 | D | \$ 572.408 | 343 | D | |
|----------------------------|------------|---|-----|---|---------------|-------|---|----------|
| Class A Common Stock | | | | | | 4,308 | I | By Trust |
| Google Stock Unit | | | | | | 726 | D | |
| Google Stock Unit | | | | | | 759 | 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)

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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. Number on for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exer Expiration D (Month/Day, | ate | Underlying Securi | |
|---|---|---|---|--|---|-----|---|-----------------|----------------------------|--|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option To Purchase Class B Common Stock | \$ 20 | 12/01/2010 | | M | | 401 | (3) | 04/28/2014 | Class B Common Stock | 401 |
| Class B Common Stock | \$ 0 | 12/01/2010 | | M | 401 | | <u>(4)</u> | (5) | Class A Common Stock | 401 |
| Class B Common Stock | \$ 0 | 12/01/2010 | | C | | 401 | <u>(4)</u> | (5) | Class A Common Stock | 401 |

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| Option To Purchase Class B Common Stock | \$ 20 | 12/02/2010 | М | 400 | (3) | 04/28/2014 | Class B Common Stock | 400 | |
|---|-------|------------|---|-----|------------|------------|----------------------------|-----|--|
| Class B Common Stock | \$ 0 | 12/02/2010 | M | 400 | <u>(4)</u> | <u>(5)</u> | Class A Common Stock | 400 | |
| Class B Common Stock | \$ 0 | 12/02/2010 | C | 400 | <u>(4)</u> | (5) | Class A Common Stock | 400 | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

Signatures

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

**Signature of Reporting Person Date

X

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 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 Personete: 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

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Reporting Owners 4