Brin Sergey Form 4 December 08, 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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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person **
Brin Sergey

C ,

(First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

EATRE PARKWAY

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction

(Month/Day/Year) 12/07/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X Director _X_ 0fficer (give title ___Other (specify below)

President, Technology

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tal	ble I - N	lon-	Derivative	Secu	rities Acquire	d, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		4. Securities Acquired (A) or onDisposed of (D) (Instr. 3, 4 and 5) (A) or		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)	11/19/2010		Code	v	Amount 9,000	(D)	Price \$ 0	77,000	D	
Class A Common Stock (1)	11/19/2010		G	V	77,000	D	\$ 0	0	D	
Class A Common Stock (1)	12/07/2010		C		83,334	A	\$ 0	83,334	D	
Class A Common	12/07/2010		S		6,600	D	\$ 586.7814	76,734	D	

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Stock (1)					(2)		
Class A Common Stock (1)	12/07/2010	S	4,900	D	\$ 587.3193 (3)	71,834	D
Class A Common Stock (1)	12/07/2010	S	7,927	D	\$ 588.6173 (4)	63,907	D
Class A Common Stock (1)	12/07/2010	S	18,620	D	\$ 589.5503 (5)	45,287	D
Class A Common Stock (1)	12/07/2010	S	24,253	D	\$ 590.5069 <u>(6)</u>	21,034	D
Class A Common Stock (1)	12/07/2010	S	14,116	D	\$ 591.5062 (7)	6,918	D
Class A Common Stock (1)	12/07/2010	S	6,918	D	\$ 592.471 (8)	0	D

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

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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. Transactic 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)		8. P Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0	12/07/2010		C	83,334	<u>(9)</u>	(10)	Class A Common Stock	83,334	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Brin Sergey
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

Relationships

Nowner Officer Other

Signatures

/s/ Jonathan Frankel, attorney-in-fact for Sergey Brin

12/08/2010

**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).
- (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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$586.45 to \$586.98, inclusive. The reporting person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (8) to this form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$587.03 to \$587.84, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$588.29 to \$588.98, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$589 to \$589.99, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$590 to \$590.99, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$591 to \$591.98, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$592.02 to \$592.89, inclusive.
- (9) All shares are exercisable as of the transaction date.
- (10) 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 Pers

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Reporting Owners 3