

Arora Nikesh  
 Form 4  
 December 16, 2010

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Arora Nikesh

2. Issuer Name and Ticker or Trading Symbol  
 Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O GOOGLE INC., 1600  
 AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/16/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres, Global Sales & Bus Dev

(Street)  
 MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	12/16/2010		S		1,738 D \$ 592.85	2,324	D
Class A Common Stock	12/16/2010		S		1,717 D \$ 592.85	607	D
Class A Common Stock	12/16/2010		S		607 D \$ 592.85	0	D
Google Stock Unit						19,995	D

<u>(1)</u>	Google Stock Unit	9,602	D
<u>(2)</u>	Google Stock Unit	14,058	D
<u>(3)</u>	Google Stock Unit	16,942	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. Transaction Code (Instr. 8)	5. Number 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)	8. Price of Underlying Security (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>(5)</u> 05/17/2016		Class A Common Stock	2,100
Option To Purchase Class A Common Stock	\$ 308.57					<u>(6)</u> 11/22/2016		Class A Common Stock	3,000
Option To	\$ 308.57					<u>(7)</u> 10/05/2017		Class A Common	4,792

Purchase					Stock
Class A					
Common					
Stock					
Option					
To					
Purchase	\$ 308.57	<u>(8)</u>	10/05/2017	Class A	3,355
Class A				Common	
Common				Stock	
Stock					
Option					
To					
Purchase	\$ 318.92	<u>(9)</u>	03/04/2019	Class A	19,915
Class A				Common	
Common				Stock	
Stock					
Option					
To					
Purchase	\$ 564.35	<u>(10)</u>	12/01/2020	Class A	39,990
Class A				Common	
Common				Stock	
Stock					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			Pres, Global Sales & Bus Dev	

## Signatures

/s/ Jonathan Frankel, attorney-in-fact for Nikesh Arora

12/16/2010

\_\_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) 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.
- (2) 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

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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: 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 3/5/11, 2,812 of the GSUs shall vest on 6/5/11, 2,811 of the GSUs shall vest on 9/5/11, 2,812 of the GSUs shall vest on 12/5/11 and 2,812 of the GSUs shall vest on 3/5/12, subject to continued employment with Google on the applicable vesting dates.

(4) 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 dates.

(5) 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 11/17/09, 234 shares shall vest on 12/17/09, 233 shares shall vest on 1/17/10, 233 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.

(6) 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.

(7) 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.

(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.

(10) 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.

### 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.

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