DOERR L JOHN Form 4 March 05, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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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).

(Print or Type Responses)

See Instruction

1. Name and Ad DOERR L JO		rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	Google Inc. [GOOG] 3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) _X_ Director 10% Owner				
CAUFIELD 6	C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND HILL ROAD		(Month/Day/Year) 03/01/2012	Officer (give title Other (specify below)				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				

Filed(Month/Day/Year)

Applicable Line)

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

MENLO PARK, CA 94025

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secı	rities Acquir	ed, 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)	TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)		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)	03/01/2012		C	13,397	A	\$ 0	13,397	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012		S	500	D	\$ 619	12,897	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012		S	750	D	\$ 619.75	12,147	I	Vallejo Ventures Trust
Class A	03/01/2012		S	500	D	\$	11,647	I	Vallejo

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Common Stock (1)					619.8768			Ventures Trust
Class A Common Stock (1)	03/01/2012	S	1,250	D	\$ 620	10,397	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	750	D	\$ 620.25	9,647	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	1,500	D	\$ 621	8,147	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	750	D	\$ 621.5	7,397	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	750	D	\$ 621.75	6,647	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	750	D	\$ 622	5,897	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	750	D	\$ 622.5	5,147	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	750	D	\$ 622.75	4,397	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	228	D	\$ 623	4,169	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	100	D	\$ 623.03	4,069	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	100	D	\$ 623.04	3,969	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	2	D	\$ 623.11	3,967	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	746	D	\$ 623.25	3,221	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	4	D	\$ 623.31	3,217	I	Vallejo Ventures Trust

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Class A Common Stock (1)	03/01/2012	S	750	D	\$ 624.25	2,467	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	100	D	\$ 624.46	2,367	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	1,617	D	\$ 624.75	750	I	Vallejo Ventures Trust
Class A Common Stock (1)	03/01/2012	S	750	D	\$ 625	0	I	Vallejo Ventures Trust
Class A Common Stock						1,055	D	
Class A Common Stock						18,656	I	Blake H. Byers Trust
Class A Common Stock						18,656	I	Chad A. Byers Trust
Google Stock Unit (2)						454	D	
Google Stock Unit (3)						563	D	
Google Stock Unit (2)						414	D	
Class A Common Stock						126,952	I	The Benificus Foundation

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Seci

(9-02)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	•						(Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$0	03/01/2012		С			13,397	<u>(4)</u>	(5)	Class A Common Stock	13,397	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025	X							

Signatures

/s/ Valentina Margulis, as attorney-in-fact for L. John Doerr

03/05/2012

**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 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.
- 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: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date (July 6, 2011) and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates.
- (4) There is no exercisable date for the Issuer's Class B Common Stock.
- (5) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting 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.

Reporting Owners 4