

Google Inc.
Form 4
May 23, 2008

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 *
HENNESSY JOHN L

(Last) (First) (Middle)

**C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY**

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | C | | 160 \$ 0 | 160 | D |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | | 16 \$ 539.5 | 144 | D |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | | 16 \$ 541.26 | 128 | D |
| Class A Common | 05/23/2008 | | S | | 16 \$ 542.25 | 112 | D |

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| | | | | | | | | | | |
|---|------------|--|---|----|---|--------------|-------|--|---|----------|
| Stock ⁽¹⁾ | | | | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | 16 | D | \$ 542.35 | 96 | | D | |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | 16 | D | \$ 542.7 | 80 | | D | |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | 16 | D | \$ 545.67 | 64 | | D | |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | 16 | D | \$ 546.91 | 48 | | D | |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | 16 | D | \$ 548.57 | 32 | | D | |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | 16 | D | \$ 549.94 | 16 | | D | |
| Class A Common Stock ⁽¹⁾ | 05/23/2008 | | S | 16 | D | \$ 550.64 | 0 | | D | |
| Class A Common Stock | | | | | | | 4,308 | | I | By Trust |

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.

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(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. De Se (In | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | | | | of Shares |
|---|-------|------------|---|-----|------------|------------|----------------------|--------------|
| Option To Purchase Class B Common Stock | \$ 20 | 05/23/2008 | M | 160 | <u>(2)</u> | 04/28/2014 | Class B Common Stock | 160 |
| Class B Common Stock | \$ 0 | 05/23/2008 | M | 160 | <u>(3)</u> | <u>(4)</u> | Class A Common Stock | 160 |
| Class B Common Stock | \$ 0 | 05/23/2008 | C | 160 | <u>(3)</u> | <u>(4)</u> | Class A Common Stock | 160 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | X | | |

Signatures

/s/ Robyn Marcello, attorney-in-fact for John L. Hennessy 05/23/2008

**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.
- (2) 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.
- (3) All shares are exercisable as of the transaction date.
- (4) 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.

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.