

Kordestani Omid  
Form 4  
August 28, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Kordestani Omid

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)

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

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

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

08/25/2008

SVP, World Wide Sales/Oper.

(Street)

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

MOUNTAIN VIEW, CA 94043

(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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock <sup>(1)</sup>	08/25/2008		S	100	D	\$ 482.28	320,186	D
Class A Common Stock <sup>(1)</sup>	08/25/2008		S	100	D	\$ 482.99	320,086	D
Class A Common Stock <sup>(1)</sup>	08/25/2008		S	200	D	\$ 490.41	319,886	D
Class A Common	08/25/2008		S	100	D	\$ 489.34	319,786	D

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	100	D	\$ 482.85	319,686	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	200	D	\$ 488.87	319,486	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	200	D	\$ 486.69	319,286	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	400	D	\$ 483.11	318,886	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	200	D	\$ 482.98	318,686	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	100	D	\$ 483.38	318,586	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	200	D	\$ 483.12	318,386	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	200	D	\$ 485.14	318,186	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	51	D	\$ 488.5	318,135	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	100	D	\$ 491	318,035	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	100	D	\$ 484	317,935	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	200	D	\$ 482.44	317,735	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	200	D	\$ 484.1	317,535	D
Class A Common Stock <sup>(1)</sup>	08/25/2008	S	200	D	\$ 488.86	317,335	D

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Class A Common Stock <u>(1)</u>	08/25/2008	S	24	D	\$ 482.5	317,311	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	100	D	\$ 485.75	317,211	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	100	D	\$ 482.45	317,111	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	100	D	\$ 483.75	317,011	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	49	D	\$ 488.39	316,962	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	200	D	\$ 485.81	316,762	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	100	D	\$ 484.02	316,662	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	200	D	\$ 483.27	316,462	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	100	D	\$ 489.87	316,362	D	
Class A Common Stock <u>(1)</u>	08/25/2008	S	100	D	\$ 482.73	316,262	D	
Class A Common Stock						61,723	I	By Trust I
Google Stock Unit <u>(2)</u>						17,188	D	

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)



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\*\*\*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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