

LEVINSON ARTHUR D
Form 4
February 02, 2009

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 *
LEVINSON ARTHUR D

(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)
01/30/2009

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	01/30/2009		S	100	D \$ 337.87	17,900	D
Class A Common Stock	01/30/2009		S	300	D \$ 337.88	17,600	D
Class A Common Stock	01/30/2009		S	200	D \$ 337.8801	17,400	D
Class A Common Stock	01/30/2009		S	31	D \$ 337.89	17,369	D

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Stock								
Class A Common Stock	01/30/2009	S	100	D	\$ 337.9	17,269	D	
Class A Common Stock	01/30/2009	S	100	D	\$ 337.96	17,169	D	
Class A Common Stock	01/30/2009	S	100	D	\$ 337.97	17,069	D	
Class A Common Stock	01/30/2009	S	300	D	\$ 338	16,769	D	
Class A Common Stock	01/30/2009	S	200	D	\$ 338.05	16,569	D	
Class A Common Stock	01/30/2009	S	200	D	\$ 338.06	16,369	D	
Class A Common Stock	01/30/2009	S	300	D	\$ 338.4	16,069	D	
Class A Common Stock	01/30/2009	S	700	D	\$ 338.46	15,369	D	
Class A Common Stock	01/30/2009	S	500	D	\$ 338.47	14,869	D	
Class A Common Stock	01/30/2009	S	320	D	\$ 338.5	14,549	D	
Class A Common Stock	01/30/2009	S	149	D	\$ 338.52	14,400	D	
Class A Common Stock	01/30/2009	S	1,000	D	\$ 338.52	13,400	D	
Class A Common Stock	01/30/2009	S	400	D	\$ 338.53	13,000	D	
Class A Common Stock	01/30/2009	C	5,000	A	\$ 0	18,000	D	

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	01/30/2009		M		5,000		<u>(1)</u>	<u>(2)</u>	Class A Common Stock	5,000
Option To Purchase Class B Common Stock	\$ 35	01/30/2009		M		5,000		<u>(3)</u>	04/28/2014	Class B Common Stock	5,000
Class B Common Stock	\$ 0	01/30/2009		C		5,000		<u>(1)</u>	<u>(2)</u>	Class A Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVINSON ARTHUR D C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

Signatures

/s/ Rumit Kanakia as attorney-in-fact for Arthur D. Levinson 02/02/2009

__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) All shares are exercisable as of the transaction date.

(2) There is no expiration date for the Issuer's Class B Common Stock.

(3) The option vests and becomes exercisable as to 1/5th of the shares on April 28, 2005 and 1/60th of the shares each month thereafter.

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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