

DOERR L JOHN  
Form 4/A  
November 09, 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 \*  
DOERR L JOHN

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 KLEINER PERKINS  
CAUFIELD & BYERS, 2750 SAND  
HILL ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/05/2010

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

(Street)  
MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/09/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Google Stock Unit (1)           | 11/05/2010                           |  | C                              | D   | \$ 0  | 759  | D  |
| Class A Common Stock            | 11/05/2010                           |  | C                              | A   | \$ 0  | 343  | D  |
| Class A Common Stock            |                                      |  |                                |   |   | 18,656   | I  |
|                                 |                                      |  |                                |   |   |  | Blake H. Byers Trust                       |
| Class A                         |                                      |  |                                |   |   | 1,172  | I  |
|                                 |                                      |  |                                |   |   |  | Brook H.                                   |

|                                  |  |  |  |         |   |                          |
|----------------------------------|--|--|--|---------|---|--------------------------|
| Common Stock                     |  |  |  |         |   | Byers Trust              |
| Class A Common Stock             |  |  |  | 18,656  | I | Chad A. Byers Trust      |
| Class A Common Stock             |  |  |  | 113,292 | I | The Benificus Foundation |
| Google Stock Unit <sup>(1)</sup> |  |  |  | 726     | D |                          |

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. Price of Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Class B Common Stock                       | \$ 0   |                                      |  |                                |   | (2)  | (3)   | Class A Common Stock                       | 1,850                      |
| Class B Common Stock                       | \$ 0   |                                      |  |                                |   | (2)  | (3)   | Class A Common Stock                       | 160,940                    |
| Class B Common Stock                       | \$ 0   |                                      |  |                                |   | (2)  | (3)   | Class A Common Stock                       | 1,656,006                  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director   10% Owner   Officer   Other

DOERR L JOHN  
C/O KLEINER PERKINS CAUFIELD & BYERS      X  
2750 SAND HILL ROAD  
MENLO PARK, CA 94025

## Signatures

/s/ Jonathan Frankel, attorney-in-fact for L. John Doerr      11/09/2010

\_\_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).  
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.
- (1) There is no exercisable date for the Issuer's Class B Common Stock.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

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.