Google Inc. Form 4 May 22, 2008

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(City)

Form 5

obligations

(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)

(State)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction (Month/Day/Year) 05/22/2008

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

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

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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 Beneficial Ownership (Instr. 4)
Class A Common Stock (1)	05/22/2008		Code V	Amount 160	(D)	Price	160	D	
Class A Common Stock (1)	05/22/2008		S	16	D	\$ 543.04	144	D	
Class A Common Stock (1)	05/22/2008		S	16	D	\$ 546.15	128	D	
Class A Common	05/22/2008		S	16	D	\$ 546.8	112	D	

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.

SEC 1474 (9-02)

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		4.			6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	actionof		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Derivative	(M	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Securities					
	Derivative				Acquired (A) or					
	Security									
					Disposed of	f				
					(D)					
					(Instr. 3, 4,					
					and 5)					
										Amount
						_				or
						Dat		Expiration	Title	Number
						Exe	ercisable	Date		of
				Code V	(A) (D)				Shares
					()					2
	\$ 20	05/22/2008		M	16	0	(2)	04/28/2014		160

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Option To Purchase Class B Common Stock								Class B Common Stock	
Class B Common Stock	\$ 0	05/22/2008	M	160		<u>(3)</u>	<u>(4)</u>	Class A Common Stock	160
Class B Common Stock	\$ 0	05/22/2008	C		160	(3)	<u>(4)</u>	Class A Common Stock	160

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043



Signatures

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

05/22/2008

**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.

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