

HENNESSY JOHN L  
Form 4  
July 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)  
07/21/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Class A Common Stock <sup>(4)</sup>	07/21/2008		C		140 \$ 0	D	
Class A Common Stock <sup>(4)</sup>	07/21/2008		S		14 \$ 470.7896	D	
Class A Common Stock <sup>(4)</sup>	07/21/2008		S		4 \$ 471.545	D	
Class A Common	07/21/2008		S		10 \$ 471.58	D	

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Stock <sup>(4)</sup>									
Class A Common Stock <sup>(4)</sup>	07/21/2008	S	14	D	\$ 471.8542	98		D	
Class A Common Stock <sup>(4)</sup>	07/21/2008	S	14	D	\$ 472.1294	84		D	
Class A Common Stock <sup>(4)</sup>	07/21/2008	S	14	D	\$ 472.3216	70		D	
Class A Common Stock <sup>(4)</sup>	07/21/2008	S	14	D	\$ 475.8986	56		D	
Class A Common Stock <sup>(4)</sup>	07/21/2008	S	14	D	\$ 476.8974	42		D	
Class A Common Stock <sup>(4)</sup>	07/21/2008	S	14	D	\$ 480.44	28		D	
Class A Common Stock <sup>(4)</sup>	07/21/2008	S	14	D	\$ 480.6248	14		D	
Class A Common Stock <sup>(4)</sup>	07/21/2008	S	14	D	\$ 482.0458	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.

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**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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De Se (In
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