HENNESSY JOHN L

Form 4

August 26, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

Class A

Common

08/22/2008

(Print or Type Responses)

HENNESSY JOHN L Sym			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]				5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O GOOG AMPHITH	e of Earliest ' h/Day/Year) 2/2008	Transactio	n	-	(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify below)					
MOUNTA	Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip) T	able I - Non	-Derivativ	e Seci	urities 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	Code (Instr. 8)	4. Secur or Dispo (Instr. 3,	esed of 4 and (A) or		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)	08/22/2008		С	140	A	\$ 0	180	D		
Class A Common Stock (1)	08/22/2008		S	14	D	\$ 490.6774	126	D		
Class A Common Stock (1)	08/22/2008		S	14	D	\$ 494	112	D		

S

14

\$ 493,794 98

D

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Stock (1)								
Class A Common Stock (1)	08/22/2008	S	14	D	\$ 491.51	84	D	
Class A Common Stock (1)	08/22/2008	S	12	D	\$ 492.0804	72	D	
Class A Common Stock (1)	08/22/2008	S	10	D	\$ 493.03	62	D	
Class A Common Stock (1)	08/22/2008	S	10	D	\$ 492.464	52	D	
Class A Common Stock (1)	08/22/2008	S	14	D	\$ 492.2	38	D	
Class A Common Stock (1)	08/22/2008	S	14	D	\$ 493.0606	24	D	
Class A Common Stock (1)	08/22/2008	S	24	D	\$ 492	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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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	` '	4. Transaction Code (Instr. 8)		Derivative		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

De

(Ir

								of Shares
Class B Common Stock	\$ 0	08/22/2008	C	140	(2)	(3)	Class A Common Stock	140
Option To Purchase Class B Common Stock	\$ 20	08/22/2008	М	140	<u>(4)</u>	04/28/2014	Class B Common Stock	140
Class B Common Stock	\$ 0	08/22/2008	M	140	(2)	(3)	Class A Common Stock	140

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X						

Signatures

/s/ Rumit Kanakia, attorney-in-fact for John L.
Hennessy 08/26/2008

**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) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.
- (4) 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.

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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