Edgar Filing: HENNESSY JOHN L - Form 4

HENNESS Form 4										
October 22,										
FORM	И 4 _{UNITED}	STATES	SECU	RITIES	AND EX	XCH.	ANGE CO	MMISSION		PROVAL
Wa				ashingto	n, D.C. 2	20549	l.		Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Uti 30(h) of the Inv				SECU 16(a) of t Jtility Ho	RITIES the Secur olding Co	rities ompai	Act of 1934,	Expires: January 31 2009 Estimated average burden hours per response 0.3		
1(b).										
(Print or Type	Responses)									
	Address of Reporting SY JOHN L	Person *	Symbol	er Name a r e Inc. [G	nd Ticker (OOG]	or Trac	8	. Relationship of I ssuer		
(Last)	(Chec				(Check	k all applicable)				
	GLE INC., 1600 IEATRE PARKW	VAY	(Month/ 10/22/2	Day/Year) 2008			_	_X Director Officer (give ti elow)		Owner r (specify
MOUNTA	(Street) IN VIEW, CA 94	043		endment, l onth/Day/Ye	Date Origin ear)	nal	A 	. Individual or Joi pplicable Line) X_ Form filed by Ou Form filed by Mo	ne Reporting Per	son
(City)	(State)	(Zip)	Tal	la I Nam	Danimatin	Gam		erson	an Dan eficial	O d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	-	ed Date, if	3. Transacti Code (Instr. 8)	4. Securi onor Dispo (Instr. 3,	ities Adosed of 4 and (A) or	cquired (A) (D) 5)	red, Disposed of, 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)	10/22/2008			C C	Amount	(D) A	Price \$ 0	140	D	
Class A Common Stock (1)	10/22/2008			S	14	D	\$ 357.5	126	D	
Class A Common Stock (1)	10/22/2008			S	14	D	\$ 361.805	112	D	
Class A Common	10/22/2008			S	14	D	\$ 361 8392	98	D	

Stock (1)								
Class A Common Stock (1)	10/22/2008	S	14	D	\$ 362	84	D	
Class A Common Stock (1)	10/22/2008	S	14	D	\$ 363.0748	70	D	
Class A Common Stock (1)	10/22/2008	S	14	D	\$ 363.9162	56	D	
Class A Common Stock (1)	10/22/2008	S	14	D	\$ 364.1828	42	D	
Class A Common Stock (1)	10/22/2008	S	14	D	\$ 364.649	28	D	
Class A Common Stock (1)	10/22/2008	S	14	D	\$ 367.347	14	D	
Class A Common Stock (1)	10/22/2008	S	14	D	\$ 367.643	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.

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.

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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number	

								Shares
Option To Purchase Class B Common Stock	\$ 20	10/22/2008	М	140	(2)	04/28/2014	Class B Common Stock	140
Class B Common Stock	\$ 0	10/22/2008	М	140	(3)	(4)	Class A Common Stock	140
Class B Common Stock	\$ 0	10/22/2008	C	140	(3)	<u>(4)</u>	Class A Common Stock	140

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	Х						
Signatures							
/s/ Rumit Kanakia, attorney-in-fact for Hennessy	John L.	10/22/2008					
<u>*</u>Signature of Reporting Person			Date	e			

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.

of Shares