### HENNESSY JOHN L

Form 4

February 04, 2009

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

Estimated average burden hours per response... 0.5

may continue. See Instruction

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).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * HENNESSY JOHN L			Issuer Name and Ticker or Trading     Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)  C/O GOOGLE INC., 1600  AMPHITHEATRE PARKWAY		(Middle)	Google Inc. [GOOG]  3. Date of Earliest Transaction	(Check all applicable)			
		)	(Month/Day/Year) 02/02/2009	_X_ Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MOUNTAIN VIEW CA 94043				Form filed by More than One Reporting			

Table I. Non-Doningtine Committee Associated Dispersed of an Done Calaba On

### **MOUNTAIN VIEW, CA 94043**

(State)

(Zip)

(City)	(State)	Tab	le I - Non-	Derivativ	rities Acquir	ired, 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)		sed of	` ′	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Class A Common Stock (1)	02/02/2009		C	200	A	\$ 0	200	D	
Class A Common Stock (1)	02/02/2009		S	21	D	\$ 335.8232	179	D	
Class A Common Stock (1)	02/02/2009		S	16	D	\$ 336.2052	163	D	
Class A Common	02/02/2009		S	20	D	\$ 336.3586	143	D	

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Stock (1)								
Class A Common Stock (1)	02/02/2009	S	16	D	\$ 339.1964	127	D	
Class A Common Stock (1)	02/02/2009	S	16	D	\$ 343.0564	111	D	
Class A Common Stock (1)	02/02/2009	S	16	D	\$ 344.543	95	D	
Class A Common Stock (1)	02/02/2009	S	16	D	\$ 333.9096	79	D	
Class A Common Stock (1)	02/02/2009	S	16	D	\$ 334.27	63	D	
Class A Common Stock (1)	02/02/2009	S	16	D	\$ 338.8652	47	D	
Class A Common Stock (1)	02/02/2009	S	16	D	\$ 340.06	31	D	
Class A Common Stock (1)	02/02/2009	S	16	D	\$ 340.7654	15	D	
Class A Common Stock (1)	02/02/2009	S	15	D	\$ 342.9532	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.

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	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	<b>Underlying Securities</b>	De
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(In
	Derivative				Acquired			

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	Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 20	02/02/2009	M			200	(2)	04/28/2014	Class B Common Stock	200
Class B Common Stock	\$ 0	02/02/2009	M		200		(3)	<u>(4)</u>	Class A Common Stock	200
Class B Common Stock	\$ 0	02/02/2009	С			200	(3)	<u>(4)</u>	Class A Common Stock	200

# **Reporting Owners**

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

# **Signatures**

/s/ Rumit Kanakia, attorney-in-fact for John L.
Hennessy 02/04/2009

\*\*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:**

Reporting Owners 3

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\*\*\*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.