

Arora Nikesh
Form 4
January 27, 2010

FORM 4

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

OMB APPROVAL

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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 *
Arora Nikesh

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres, Global Sales & Bus Dev

(Street)
MOUNTAIN VIEW, CA 94043

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

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

(City) (State) (Zip)

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)	(A) or (D)	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	Price		
Class A Common Stock	01/25/2010		S		100	\$ 544.4475	5,375	D
Class A Common Stock	01/25/2010		S		200	\$ 544.51	5,175	D
Class A Common Stock	01/25/2010		S		100	\$ 544.75	5,075	D
Class A Common	01/25/2010		S		100	\$ 544.84	4,975	D

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Stock							
Class A Common Stock	01/25/2010	S	500	D	\$ 544.99	4,475	D
Class A Common Stock	01/25/2010	S	23	D	\$ 545.2	4,452	D
Class A Common Stock	01/25/2010	S	20	D	\$ 545.32	4,432	D
Class A Common Stock	01/25/2010	S	300	D	\$ 545.43	4,132	D
Class A Common Stock	01/25/2010	S	100	D	\$ 545.57	4,032	D
Class A Common Stock	01/25/2010	S	200	D	\$ 545.64	3,832	D
Class A Common Stock	01/25/2010	S	200	D	\$ 546.5	3,632	D
Class A Common Stock	01/25/2010	S	600	D	\$ 546.57	3,032	D
Class A Common Stock	01/25/2010	S	200	D	\$ 546.82	2,832	D
Class A Common Stock	01/25/2010	S	400	D	\$ 546.84	2,432	D
Class A Common Stock	01/25/2010	S	87	D	\$ 546.86	2,345	D
Class A Common Stock	01/25/2010	S	13	D	\$ 547	2,332	D
Class A Common Stock	01/25/2010	S	100	D	\$ 547.37	2,232	D
Class A Common Stock	01/25/2010	S	200	D	\$ 547.6	2,032	D

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Class A Common Stock	01/25/2010	S	41	D	\$ 547.65	1,991	D
Class A Common Stock	01/25/2010	S	400	D	\$ 548	1,591	D
Class A Common Stock	01/25/2010	S	98	D	\$ 548.02	1,493	D
Class A Common Stock	01/25/2010	S	100	D	\$ 548.64	1,393	D
Class A Common Stock	01/25/2010	S	100	D	\$ 548.76	1,293	D
Class A Common Stock	01/25/2010	S	200	D	\$ 548.78	1,093	D
Class A Common Stock	01/25/2010	S	50	D	\$ 549.49	1,043	D
Class A Common Stock	01/25/2010	S	100	D	\$ 549.64	943	D
Class A Common Stock	01/25/2010	S	50	D	\$ 549.7	893	D
Class A Common Stock	01/25/2010	S	100	D	\$ 549.85	793	D
Google Stock Unit <u>(1)</u>						17,069	D
Google Stock Unit <u>(2)</u>						25,305	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			Pres, Global Sales & Bus Dev	

Signatures

/s/ Patty Chang, attorney-in-fact for Nikesh Arora 01/27/2010

**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) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 4,267 of the GSUs shall vest on 3/4/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (2) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 2,812 of the GSUs shall vest on 9/5/09, 2,811 of the GSUs shall vest on 12/5/09, 2,812 of the GSUs shall vest on 3/5/10, 2,812 of the GSUs shall vest on 6/5/10, 2,811 of the GSUs shall vest on 9/5/10, 2,812 of the GSUs shall vest on 12/5/10, 2,811 of the GSUs shall vest on 3/5/11, 2,812 of the GSUs shall vest on 6/5/11, 2,811 of the GSUs shall vest on 9/5/11, 2,812 of the GSUs shall vest on 12/5/11 and 2,812 of the GSUs shall vest on 3/5/12, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This form is one of two Form 4s filed on January 27, 2010 for transactions effected by the Reporting Person on January 25, 2010.

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.