

Rosenberg Jonathan J  
Form 4  
January 07, 2011

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rosenberg Jonathan J

(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)  
01/06/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP Prod. Mgmt.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	(A) or (D)	Price		
Class A Common Stock	01/06/2011		C		240	A	\$ 0	3,942	D
Class A Common Stock	01/06/2011		G	V	240	D	\$ 0	3,702	D
Class A Common Stock	01/06/2011		G	V	240	A	\$ 0	30,008	I
Class A Common	01/06/2011		S		20	D	\$ 610.68	29,988	I

By Trust

By Trust

Edgar Filing: Rosenberg Jonathan J - Form 4

Stock									
Class A Common Stock	01/06/2011		S	20	D	\$ 613.55	29,968	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 613.58	29,948	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 613.94	29,928	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 614.28	29,908	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 614.6	29,888	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 614.685	29,868	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 614.9	29,848	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 615.02	29,828	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 615.07	29,808	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 615.51	29,788	I	By Trust
Class A Common Stock	01/06/2011		S	20	D	\$ 617.25	29,768	I	By Trust
Class A Common Stock	01/07/2011		C	239	A	\$ 0	3,941	D	
Class A Common Stock	01/07/2011		G	V 239	D	\$ 0	3,702	D	
Class A Common Stock	01/07/2011		G	V 239	A	\$ 0	30,007	I	By Trust

Edgar Filing: Rosenberg Jonathan J - Form 4

Class A Common Stock	01/07/2011	S	134	D	\$ 614.92	29,873	I	By Trust
Class A Common Stock	01/07/2011	S	5	D	\$ 614.99	29,868	I	By Trust
Class A Common Stock	01/07/2011	S	100	D	\$ 615.93	29,768	I	By Trust
Class A Common Stock						1,255	I	By GRAT
Class A Common Stock						1,948	I	By GRAT 2
Class A Common Stock						270	I	By Trust 2
Class A Common Stock						270	I	By Trust 3
Google Stock Unit (1)						1,250	D	
Google Stock Unit (1)						9,602	D	
Google Stock Unit (1)						4,999	D	

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

Edgar Filing: Rosenberg Jonathan J - Form 4

(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	\$ 5	01/06/2011	M			240	<u>(2)</u>	07/18/2013	Class B Common Stock	240
Class B Common Stock	\$ 0	01/06/2011	M		240		<u>(3)</u>	<u>(4)</u>	Class A Common Stock	240
Class B Common Stock	\$ 0	01/06/2011	C			240	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	240
Option To Purchase Class B Common Stock	\$ 5	01/07/2011	M			239	<u>(2)</u>	07/18/2013	Class B Common Stock	239
Class B Common Stock	\$ 0	01/07/2011	M		239		<u>(3)</u>	<u>(4)</u>	Class A Common Stock	239
Class B Common Stock	\$ 0	01/07/2011	C			239	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	239
Option To Purchase Class A Common Stock	\$ 564.35						<u>(5)</u>	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class A Common Stock	\$ 308.57						<u>(6)</u>	03/01/2017	Class A Common Stock	40,000
Option To Purchase Class A	\$ 318.92						<u>(5)</u>	03/04/2019	Class A Common Stock	34,138

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	SVP Prod. Mgmt.

## Signatures

/s/ Jonathan Frankel, attorney-in-fact for Jonathan J.  
Rosenberg

01/07/2011

\_\_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: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(2) Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.

(3) All shares are exercisable as of the transaction date.

(4) There is no expiration date for the Google Inc.'s Class B Common Stock.

(5) The option provided for vesting as follows: 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

(6) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.

### Remarks:

\*\*\*All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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.