Brown Shona L Form 4 March 03, 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

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

1(b).

(Print or Type Responses)

. Name and A Brown Shor	ddress of Repor	ting Person *	Symbol	r Name <b>and</b> Inc. [GO	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	C	f Earliest Ti	-	(Che	ck all applicable	;)		
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			(Month/I 03/01/2	Day/Year) 011		Director 10% Owner _X Officer (give title Other (spec below) below)  SVP Business Oper.				
(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				
MOUNTAI	N VIEW, CA	94043				Form filed by Person	1 0			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed o	of, or Beneficial	ly Own		
.Title of Security	2. Transaction (Month/Day/Y			3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership Form: Direct			

(City)	(State) (	Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, 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)	3. Transactio Code (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 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)
Google Stock Unit	03/01/2011		Code V F	Amount 406	(D)	Price \$ 613.4	532	D	
Google Stock Unit	03/01/2011		С	532	D	\$0	0	D	
Class A Common Stock	03/01/2011		C	532	A	\$ 0	1,354	D	
Google Stock Unit							9,998	D	

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(1)

Google Stock Unit

3,924

D

(1)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 564.35					(2)	12/01/2020	Class A Common Stock	19,996
Option To Purchase Class A Common Stock	\$ 26					<u>(3)</u>	04/01/2014	Class A Common Stock	16
Option To Purchase Class A Common Stock	\$ 308.57					(4)	03/01/2017	Class A Common Stock	30,000
Option To Purchase	\$ 540.82					(5)	02/03/2020	Class A Common Stock	10,462

8. Prio Derive Secure (Instr. Class A Common Stock

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brown Shona L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP Business Oper.

#### **Signatures**

/s/ Jonathan Frankel, attorney-in-fact for Shona L. Brown

03/03/2011

\*\*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).
- 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) 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.
- (3) The option vests and becomes exercisable as to 1/5th of the shares on April 1, 2006 and 1/60th of shares each month thereafter.
- (4) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.
- The option provided for vesting as follows: 1/4th of the option shall vest 12 months after vesting commencement date (2/3/2010) and (5) 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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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