

Google Inc.
Form 4
February 10, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OTELLINI PAUL S

(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)
02/08/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock ⁽¹⁾	02/08/2010		C		4,334	A \$ 0	4,334 D
Class A Common Stock ⁽¹⁾	02/08/2010		S		500	D \$ 536.88	3,834 D
Class A Common Stock ⁽¹⁾	02/08/2010		S		200	D \$ 536.6	3,634 D
Class A Common Stock ⁽¹⁾	02/08/2010		S		500	D \$ 536.2	3,134 D

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Stock ⁽¹⁾

Class A Common Stock ⁽¹⁾	02/08/2010	S	100	D	\$ 536.15	3,034	D	
Class A Common Stock ⁽¹⁾	02/08/2010	S	100	D	\$ 536.1	2,934	D	
Class A Common Stock ⁽¹⁾	02/08/2010	S	200	D	\$ 536.09	2,734	D	
Class A Common Stock ⁽¹⁾	02/08/2010	S	200	D	\$ 536.01	2,534	D	
Class A Common Stock ⁽¹⁾	02/08/2010	S	1,544	D	\$ 536	990	D	
Class A Common Stock						3,025	I	By Trust
Google Stock Unit ⁽²⁾						1,102	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)

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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option To Purchase Class B	\$ 35	02/08/2010		M	4,334	⁽³⁾ 04/28/2014	Class B Common Stock 4,334

Common
Stock

Class B Common Stock	\$ 0	02/08/2010	M	4,334	(4)	(5)	Class A Common Stock	4,334
Class B Common Stock	\$ 0	02/08/2010	C	4,334	(4)	(5)	Class A Common Stock	4,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OTELLINI PAUL S C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X			

Signatures

/s/ Jonathan Frankel as attorney-in-fact for Paul S. Otellini 02/10/2010

____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) 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 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 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
- (3) Option vests at a rate of 1/5th per year, 1/60th per month until the option fully vests, with a vesting start date of April 28, 2004.
- (4) There is no exercisable date for the Issuer's Class B Common Stock.
- (5) There is no expiration date for the Issuer's Class B Common Stock.

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.