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Form 4  
December 16, 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 \*  
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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)  
12/15/2010

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

Pres, Products, Asst. Secty

(Street)

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

MOUNTAIN VIEW, CA 94043

(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)	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 (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock <sup>(1)</sup>	12/15/2010		C		27,778 A \$ 0	67,778	D
Class A Common Stock <sup>(1)</sup>	12/15/2010		S		1,800 D \$ 596	65,978	D
Class A Common Stock <sup>(1)</sup>	12/15/2010		S		1,700 D \$ 595.2	64,278	D
Class A Common	12/15/2010		S		1,700 D \$ 595	62,578	D

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	3,500	D	\$ 594	59,078	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	1,700	D	\$ 593.5	57,378	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	3,200	D	\$ 593	54,178	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	2,028	D	\$ 592.15	52,150	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	400	D	\$ 592.14	51,750	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	100	D	\$ 592.07	51,650	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	100	D	\$ 592.05	51,550	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	400	D	\$ 592.04	51,150	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	2,750	D	\$ 592	48,400	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	7,000	D	\$ 591	41,400	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	100	D	\$ 590.46	41,300	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	100	D	\$ 590.45	41,200	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	100	D	\$ 590.42	41,100	D
Class A Common Stock <sup>(1)</sup>	12/15/2010	S	100	D	\$ 590.41	41,000	D

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Class A Common Stock <sup>(1)</sup>	12/15/2010		S	100	D	\$ 590.4	40,900	D
Class A Common Stock <sup>(1)</sup>	12/15/2010		S	300	D	\$ 590.39	40,600	D
Class A Common Stock <sup>(1)</sup>	12/15/2010		S	116	D	\$ 590.37	40,484	D
Class A Common Stock <sup>(1)</sup>	12/15/2010		S	200	D	\$ 590.36	40,284	D
Class A Common Stock <sup>(1)</sup>	12/15/2010		S	100	D	\$ 590.35	40,184	D
Class A Common Stock <sup>(1)</sup>	12/15/2010		S	100	D	\$ 590.34	40,084	D
Class A Common Stock <sup>(1)</sup>	12/15/2010		S	84	D	\$ 590.32	40,000	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.**

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**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)	8. P Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	12/15/2010		C	27,778	<u>(2)</u>	<u>(3)</u>	Class A Common Stock	27,778

