

Drummond David C
 Form 4/A
 December 03, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Drummond David C

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)
 12/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Corporate Development

(Street)
 MOUNTAIN VIEW, CA 94043

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/02/2010

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)	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)			
				(A) or (D)	Price					
				Code	V	Amount				
Google Stock Unit <u>(1)</u>	12/01/2010		A		4,999	A	\$ 0	4,999	D	
Google Stock Unit <u>(1)</u>	12/01/2010		F		438	D	\$ 555.71	1,437	D	
Google Stock Unit <u>(1)</u>	12/01/2010		C		499	D	\$ 0	938	D	
Class A Common	12/01/2010		C		499	A	\$ 0	11,027	D	

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Stock									
Class A Common Stock	12/01/2010		C	1,400	A	\$ 0	12,427	D	
Class A Common Stock	12/01/2010		S	1,400	D	\$ 562.82	11,027	D	
Class A Common Stock							2,090	I	By Spouse
Google Stock Unit (2)							10,669	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 A Common Stock	\$ 564.35	12/01/2010		A		9,998		(3)	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class B Common Stock	\$ 5	12/01/2010		M		1,400		(4)	07/18/2013	Class B Common Stock	1,400
Class B Common	\$ 0	12/01/2010		M		1,400		(5)	(6)	Class A Common	1,400

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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.

- (5) All shares are exercisable as of the transaction date.
- (6) There is no expiration date for Google Inc.'s Class B Common Stock.
- (7) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 12, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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