Eustace Robert Alan Form 4 March 03, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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)

1. Name and Add Eustace Robe		orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			(Month/Day/Year) 03/01/2010	Director 10% Owner Sylventified title Other (specified below) SVP Engineering & Research			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MOUNTAIN	VIEW, CA	A 94043	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owner			

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	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)	n(A) or Di	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Google Stock Unit	03/01/2010		F	464	D	\$ 526.8	5,786	D	
Google Stock Unit	03/01/2010		C	786	D	\$ 0	5,000	D	
Class A Common Stock	03/01/2010		C	786	A	\$ 0	13,343	D	
Google Stock Unit							17,069	D	

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<u>(1)</u>			
Class A Common Stock	0	I	By Trust 5
Class A Common Stock	4,815	I	By Trust 2
Class A Common Stock	6,000	I	By Trust 4
Class A Common Stock	4,815	I	By Trust 1
Class A Common Stock	6,000	I	By Trust 3

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transact Code (Instr. 8)	orNumber of				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derive Securi (Instr.
				Code V	' (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0						(2)	(3)	Class A Common Stock	2,772	
Option To Purchase Class A Common	\$ 308.57						<u>(4)</u>	03/01/2017	Class A Common Stock	40,000	

(9-02)

Stock

Option

To

Purchase Class A \$ 318.92 Class A (5) 03/04/2019 Common 34,138

Stock

Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eustace Robert Alan C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

**SVP Engineering & Research** 

**Signatures** 

/s/ Patty Chang, attorney-in-fact for Robert Alan Eustace

03/03/2010

\*\*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).
- 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 service with Google on the applicable vesting dates.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Class B Common Stock.
- (4) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.
- (5) 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.

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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