

Page Lawrence
Form 4
January 13, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Page Lawrence

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)
01/12/2011

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock ⁽¹⁾	01/12/2011		S		1,400	D	\$ 616 47,057
Class A Common Stock ⁽¹⁾	01/12/2011		S		100	D	\$ 615.62 46,957
Class A Common Stock ⁽¹⁾	01/12/2011		S		100	D	\$ 615.59 46,857
Class A Common	01/12/2011		S		300	D	\$ 615.58 46,557

Edgar Filing: Page Lawrence - Form 4

Stock ⁽¹⁾							
Class A Common Stock ⁽¹⁾	01/12/2011	S	300	D	\$ 615.57	46,257	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	300	D	\$ 615.56	45,957	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	278	D	\$ 615.53	45,679	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.52	45,579	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	1,300	D	\$ 615.5	44,279	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	200	D	\$ 615.47	44,079	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.44	43,979	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	200	D	\$ 615.42	43,779	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.4	43,679	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	200	D	\$ 615.39	43,479	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	300	D	\$ 615.37	43,179	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	150	D	\$ 615.36	43,029	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	125	D	\$ 615.35	42,904	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	225	D	\$ 615.34	42,679	D

Class A Common Stock ⁽¹⁾	01/12/2011	S	1,700	D	\$ 615.25	40,979	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	28	D	\$ 615.21	40,951	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.2	40,851	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	551	D	\$ 615.17	40,300	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	200	D	\$ 615.14	40,100	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.11	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.

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. 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Page Lawrence
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

X

X

Pres,
Products,
Asst. Secty

Signatures

/s/ Patty Chang as attorney-in-fact for Lawrence
Page

01/13/2011

__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).
- (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.

Remarks:

This form is two of two Form 4s filed on January 13, 2011 for transactions effected by the Reporting Person on January 11 and

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.