Rosenberg Jonathan J Form 4 April 05, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rosenberg Jonathan J			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) Director 10% Owner			
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			04/01/2011	X_ Officer (give title Other (specify below) SVP Prod. Mgmt.			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MOUNTAIN VIEW, CA 94043				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Nor	ı-D	erivative	Secur	ities Acqui	red, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Instr. 8		4. Securities Acquired n(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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	04/01/2011		Code	V	Amount 6	(D)	Price \$ 591.94	(Instr. 3 and 4) 1,092	I	By GRAT
Class A Common Stock	04/01/2011		S		6	D	\$ 592.08	1,086	I	By GRAT
Class A Common Stock	04/01/2011		S		6	D	\$ 593.43	1,080	I	By GRAT
Class A Common	04/01/2011		S		6	D	\$ 593.48	1,074	I	By GRAT

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Stock								
Class A Common Stock	04/01/2011	S	5	D	\$ 593.52	1,069	I	By GRAT
Class A Common Stock	04/01/2011	S	6	D	\$ 593.86	1,063	I	By GRAT
Class A Common Stock	04/01/2011	S	6	D	\$ 594.46	1,057	I	By GRAT
Class A Common Stock	04/01/2011	S	6	D	\$ 594.74	1,051	I	By GRAT
Class A Common Stock	04/01/2011	S	6	D	\$ 594.84	1,045	I	By GRAT
Class A Common Stock	04/04/2011	C	244	A	\$ 0	1,478	D	
Class A Common Stock	04/04/2011	G V	/ 244	D	\$ 0	1,234	D	
Class A Common Stock	04/04/2011	G V	7 244	A	\$ 0	32,514	I	By Trust
Class A Common Stock	04/04/2011	S	144	D	\$ 588.51	32,370	I	By Trust
Class A Common Stock	04/04/2011	S	100	D	\$ 592.99	32,270	I	By Trust
Class A Common Stock						1,843	I	By GRAT
Class A Common Stock						270	I	By Trust 2
Class A Common Stock						270	I	By Trust 3
Google Stock Unit						8,535	D	

Google Stock Unit

4,999 D

(1)

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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number Transactionof Code Derivative (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day)	ate	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 Common Stock	\$ 5	04/04/2011		M		244	(2)	07/18/2013	Class B Common Stock	244
Class B Common Stock	\$ 0	04/04/2011		M	244		(3)	<u>(4)</u>	Class A Common Stock	244
Class B Common Stock	\$ 0	04/04/2011		C		244	(3)	<u>(4)</u>	Class A Common Stock	244
Option To Purchase Class A Common Stock	\$ 564.35						<u>(5)</u>	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class A Common	\$ 308.57						<u>(6)</u>	03/01/2017	Class A Common Stock	40,000

Stock

Option

To

Purchase Class A \$ 318.92

Common Stock Class A

03/04/2019 Common 34,138

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP Prod. Mgmt.

Signatures

/s/ Jonathan Frankel, attorney-in-fact for Jonathan J. Rosenberg

04/05/2011

**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).
- 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 employment with Google on the applicable vesting dates.
 - Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5
- (2) percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years 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.
- (3) All shares are exercisable as of the transaction date.
- (4) There is no expiration date for the Google Inc.'s Class B Common Stock.
- (5) The option provided for vesting as follows: 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.
- (6) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.

Remarks:

This form is two of two Form 4s filed on April 5, 2011 for transactions effected by the Reporting Person on April 1 and April 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.

Reporting Owners 4