

Google Inc.
Form 4
September 04, 2008

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 *
DOERR L JOHN

(Last) (First) (Middle)

C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 ⁽³⁾	09/02/2008		C		31,800	A	\$ 0 31,800
Class A Common Stock ⁽³⁾	09/02/2008		S		700	D	\$ 477.02 31,100
Class A Common Stock ⁽³⁾	09/02/2008		S		3,900	D	\$ 465 27,200
Class A Common Stock ⁽³⁾	09/02/2008		S		1,000	D	\$ 26,200

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Common Stock ⁽³⁾					477.25		
Class A Common Stock ⁽³⁾	09/02/2008	S	2,500	D	\$ 477.5	23,700	D
Class A Common Stock ⁽³⁾	09/02/2008	S	4,000	D	\$ 479	19,700	D
Class A Common Stock ⁽³⁾	09/02/2008	S	800	D	\$ 477	18,900	D
Class A Common Stock ⁽³⁾	09/02/2008	S	200	D	\$ 463.52	18,700	D
Class A Common Stock ⁽³⁾	09/02/2008	S	200	D	\$ 463.56	18,500	D
Class A Common Stock ⁽³⁾	09/02/2008	S	100	D	\$ 463.57	18,400	D
Class A Common Stock ⁽³⁾	09/02/2008	S	2,300	D	\$ 466	16,100	D
Class A Common Stock ⁽³⁾	09/02/2008	S	188	D	\$ 464.02	15,912	D
Class A Common Stock ⁽³⁾	09/02/2008	S	212	D	\$ 464.05	15,700	D
Class A Common Stock ⁽³⁾	09/02/2008	S	194	D	\$ 464.07	15,506	D
Class A Common Stock ⁽³⁾	09/02/2008	S	1,238	D	\$ 463.5	14,268	D
Class A Common Stock ⁽³⁾	09/02/2008	S	62	D	\$ 463.6	14,206	D
Class A Common Stock ⁽³⁾	09/02/2008	S	1,406	D	\$ 464.06	12,800	D
Class A Common Stock ⁽³⁾	09/02/2008	S	200	D	\$ 463.55	12,600	D

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Class A Common Stock ⁽³⁾	09/02/2008	S	7,200	D	\$ 474.75	5,400	D
Class A Common Stock ⁽³⁾	09/02/2008	S	5,400	D	\$ 478	0	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. P... Der... Sec... (Ins...)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Class B Common Stock	\$ 0	09/02/2008		C	31,800	<u>(2)</u>	<u>(1)</u>	Class A Common Stock	31,800

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOERR L JOHN
C/O KLEINER PERKINS CAUFIELD & BYERS
2750 SAND HILL ROAD
MENLO PARK, CA 94025

X

Signatures

/s/ Rumi Kanakia, attorney-in-fact for L. John Doerr

09/04/2008

 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) There is no expiration date for the Issuer's Class B Common Stock.
- (2) There is no exercisable date for the Issuer's Class B Common Stock.
- (3) 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:

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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