

PICHETTE PATRICK
Form 4
May 19, 2009

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 *
PICHETTE PATRICK

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2009

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)
SVP & Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Google Stock Unit <u>(1)</u> | | | | | 6,466 | D | |
| Google Stock Unit <u>(2)</u> | | | | | 34,138 | D | |

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

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SEC 1474
(9-02)

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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 Security (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 | \$ 486.34 | 03/09/2009 | | D | 11,112 | ⁽³⁾ 08/06/2018 | Class A Common Stock | 11,112 |
| Option To Purchase Class A Common Stock | \$ 308.57 | 03/09/2009 | | A | 11,112 | ⁽⁵⁾ 08/06/2018 | Class A Common Stock | 11,112 |
| Option To Purchase Class A Common Stock | \$ 318.92 | | | | | ⁽⁶⁾ 03/04/2019 | Class A Common Stock | 68,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PICHETTE PATRICK C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP & Chief Financial Officer | |

Signatures

/s/ Jonathan Frankel as attorney-in-fact for Patrick Pichette

05/19/2009

__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) 910 of the Google Stock Units ("GSUs") shall vest 6 months after August 1, 2008, subject to continued employment with Google. If employment is terminated prior to the six-month vesting date, other than as a result of resignation, 910 of the GSUs will immediately vest. Another 910 of the GSUs shall vest 12 months after August 1, 2008, subject to continued employment with Google. If employment is terminated after six months but prior to the twelve-month vesting date, other than as a result of resignation, 910 of the GSUs will immediately vest. 5,556 of the GSUs shall vest annually at a rate of 1/4 each year over four years, beginning on August 1, 2009, subject to continued employment with Google on such vesting dates.

(2) 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 GSUs shall vest 12 months after vesting commencement date and 1/16th of shares shall vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.

(3) 1/4th of the option shall vest on August 1, 2009, 12 months after the vesting commencement date, and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

(4) On March 9, 2009, Google canceled, pursuant to its option exchange program, an option granted to the Reporting Person on August 6, 2008. In exchange, the Reporting Person received a new option on March 9, 2009, for the same number of shares, having an exercise price of \$308.57.

(5) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In addition, the option will vest no sooner than September 9, 2009.

(6) 1/4th of the option shall vest 12 months after vesting commencement date and 1/48th of the option shall vest each month thereafter, subject to the optionee continuing 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.

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