

Drummond David C
 Form 4
 September 02, 2010

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 *
 Drummond David C

(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)
 09/01/2010

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, Corporate Development

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	09/01/2010		C		1,400	A	\$ 0 10,860
Class A Common Stock	09/01/2010		S		100	D	\$ 452.93 10,760
Class A Common Stock	09/01/2010		S		100	D	\$ 453.76 10,660
Class A Common	09/01/2010		S		2	D	\$ 453.89 10,658

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Stock							
Class A Common Stock	09/01/2010	S	100	D	\$ 454.01	10,558	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.04	10,458	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.12	10,358	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.15	10,258	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.16	10,158	D
Class A Common Stock	09/01/2010	S	98	D	\$ 454.26	10,060	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.315	9,960	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.5	9,860	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.51	9,760	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.53	9,660	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.6	9,560	D
Class A Common Stock	09/01/2010	S	100	D	\$ 454.83	9,460	D
Google Stock Unit <u>(1)</u>	09/01/2010	F	438	D	\$ 450.02	2,375	D
Google Stock Unit <u>(1)</u>	09/01/2010	C	500	D	\$ 0	1,875	D

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Class A Common Stock	09/01/2010	C	500	A	\$ 0	9,960	D	
Class A Common Stock						2,090	I	By Spouse
Google Stock Unit <u>(2)</u>						11,735	D	

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

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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 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	09/01/2010		M	1,400	<u>(3)</u>	07/18/2013	Class B Common Stock	1,400
Class B Common Stock	\$ 0	09/01/2010		M	1,400	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	1,400
Class B Common Stock	\$ 0	09/01/2010		C	1,400	<u>(4)</u>	<u>(5)</u>	Class A Common Stock	1,400
Option To Purchase Class A Common Stock	\$ 308.57					<u>(6)</u>	03/01/2017	Class A Common Stock	30,000

