

DOERR L JOHN
Form 5
January 25, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DOERR L JOHN

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

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

6. Individual or Joint/Group Reporting

(check applicable line)

MENLO PARK, CA 94025

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/11/2010		G	1,172 D \$ 0 0		I	Brook H. Byers Trust
Class A Common Stock ⁽¹⁾						D	
Class A Common					18,656	I	Blake H. Byers Trust

Stock										
Class A Common Stock	Â	Â	Â	Â	Â	Â	18,656	I		Chad A. Byers Trust
Class A Common Stock	Â	Â	Â	Â	Â	Â	113,292	I		The Benificus Foundation
Google Stock Unit <u>(4)</u>	Â	Â	Â	Â	Â	Â	726	D		Â
Google Stock Unit <u>(4)</u>	Â	Â	Â	Â	Â	Â	759	D		Â

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)	8. D. S. (I)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	Â	Â	Â	Â	Â (2) Â (3)	Class A Common Stock	1,850
Class B Common Stock	\$ 0	Â	Â	Â	Â	Â (2) Â (3)	Class A Common Stock	160,940
Class B Common Stock	\$ 0	Â	Â	Â	Â	Â (2) Â (3)	Class A Common Stock	1,626,653

Reporting Owners

Reporting Owner Name / Address

Relationships

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	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/ Patty Chang, attorney-in-fact for L. John
Doerr

01/25/2011

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

- (4) 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 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.