

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-04** | Period of Report: **2007-12-03**

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ISSUER

Google Inc.

CIK: **1288776** | IRS No.: **770493581** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7370** Computer programming, data processing, etc.

Mailing Address

1600 AMPHITHEATRE
PARKWAY
MOUNTAIN VIEW CA 94043

Business Address

1600 AMPHITHEATRE
PARKWAY
MOUNTAIN VIEW CA 94043
650 623 4000

REPORTING OWNER

Rosenberg Jonathan J

CIK: **1295029**
Type: **4** | Act: **34** | File No.: **000-50726** | Film No.: **071285215**

Mailing Address

1600 AMPHITHEATRE
PARKWAY
BUILDING 41
MOUNTAIN VIEW CA 94043

Business Address

650-623-4000

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Rosenberg Jonathan J			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP Prod. Mgmt.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2007					
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) MOUNTAIN VIEW, CA 94043								
(City)	(State)	(Zip)						

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	12/03/2007		C		315	A	\$ 0	10,315	D	
Class A Common Stock	12/03/2007		G	V	315	D	\$ 0	10,000	D	
Class A Common Stock	12/03/2007		G	V	315	A	\$ 0	18,065	I	By Trust
Class A Common Stock	12/03/2007		S		30	D	\$686.6	18,035	I	By Trust
Class A Common Stock	12/03/2007		S		35	D	\$688.81	18,000	I	By Trust
Class A Common Stock	12/03/2007		S		35	D	\$690.93	17,965	I	By Trust
Class A Common Stock	12/03/2007		S		30	D	\$691.35	17,935	I	By Trust
Class A Common Stock	12/03/2007		S		35	D	\$692.85	17,900	I	By Trust
Class A Common Stock	12/03/2007		S		30	D	\$690.34	17,870	I	By Trust
Class A Common Stock	12/03/2007		S		30	D	\$691.01	17,840	I	By Trust
Class A Common Stock	12/03/2007		S		30	D	\$691.45	17,810	I	By Trust
Class A Common Stock	12/03/2007		S		30	D	\$692.22	17,780	I	By Trust
Class A Common Stock	12/03/2007		S		30	D	\$693.51	17,750	I	By Trust
Class A Common Stock								270	I	By Trust 3
Class A Common Stock								270	I	By Trust 2

Google Stock Unit ⁽⁴⁾									20,000	D	
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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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$ 0	12/03/2007		<u>M</u>			315	(2)	(1)	Class A Common Stock	315	\$ 0	315	D	
Option To Purchase Class B Common Stock	\$5	12/03/2007		<u>M</u>			315	(3)	07/18/2013	Class B Common Stock	315	\$ 0	47,174	D	
Class B Common Stock	\$ 0	12/03/2007		<u>C</u>			315	(2)	(1)	Class A Common Stock	315	\$ 0	0	D	
Option To Purchase Class A Common Stock	\$448.23							(5)	03/01/2017	Class A Common Stock	40,000		40,000	D	

Explanation of Responses:

- There is no expiration date for the Issuer's Class B Common Stock.
- All shares are exercisable as of the transaction date.
- 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 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.
- 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.
- 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction with Executive's 10b5-1 Trading Plan.

Signatures

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

** Signature of Reporting Person

12/04/2007

Date

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

* 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).

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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