

Google Inc.
Form 4
April 03, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Rosenberg Jonathan J

(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)
04/01/2008

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)
VP Prod. Mgmt.

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 | 04/01/2008 | | C | | 191 | A | \$ 0 12,903 | D | |
| Class A Common Stock | 04/01/2008 | | G | V | 191 | D | \$ 0 12,712 | D | |
| Class A Common Stock | 04/01/2008 | | G | V | 191 | A | \$ 0 17,941 | I | By Trust |
| Class A Common | 04/01/2008 | | S | | 25 | D | \$ 17,916 446.88 | I | By Trust |

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| | | | | | | | | | |
|-----------------------------|------------|--|---|----|---|--------------|--------|---|------------|
| Stock | | | | | | | | | |
| Class A Common Stock | 04/01/2008 | | S | 16 | D | \$ 452.38 | 17,900 | I | By Trust |
| Class A Common Stock | 04/01/2008 | | S | 20 | D | \$ 453.01 | 17,880 | I | By Trust |
| Class A Common Stock | 04/01/2008 | | S | 30 | D | \$ 454.09 | 17,850 | I | By Trust |
| Class A Common Stock | 04/01/2008 | | S | 25 | D | \$ 454.8 | 17,825 | I | By Trust |
| Class A Common Stock | 04/01/2008 | | S | 50 | D | \$ 458.3 | 17,775 | I | By Trust |
| Class A Common Stock | 04/01/2008 | | S | 25 | D | \$ 458.87 | 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) | | | | | | | 17,288 | 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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De Se (In |
|---|---|---|---|---|--|--|---|-----------------------|
|---|---|---|---|---|--|--|---|-----------------------|

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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.
- (4)
- (5) 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

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