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Form 4  
October 14, 2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GOOGLE INC., 1600  
AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/12/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Pres, Products, Asst. Secty

(Street)  
MOUNTAIN VIEW, CA 94043

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 <sup>(1)</sup>	10/12/2010		C		175,000	A	\$ 0 215,000
Class A Common Stock <sup>(1)</sup>	10/12/2010		C		27,778	A	\$ 0 242,778
Class A Common Stock <sup>(1)</sup>	10/12/2010		S		3,100	D	\$ 545 239,678
Class A Common	10/12/2010		S		1,660	D	\$ 544.66 238,018

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	40	D	\$ 544.56	237,978	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	3,100	D	\$ 544	234,878	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	3,400	D	\$ 543	231,478	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	1,300	D	\$ 542.5	230,178	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	1,800	D	\$ 542	228,378	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	1,400	D	\$ 541	226,978	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	1,400	D	\$ 540.5	225,578	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	7,878	D	\$ 540	217,700	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	1,400	D	\$ 539	216,300	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	100	D	\$ 538.64	216,200	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	600	D	\$ 538.63	215,600	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	500	D	\$ 538.5	215,100	D
Class A Common Stock <sup>(1)</sup>	10/12/2010	S	100	D	\$ 538.51	215,000	D

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

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Class B Common Stock	\$ 0	10/12/2010		C	175,000	(2) (3)	Class A Common Stock	175,000
Class B Common Stock	\$ 0	10/12/2010		C	27,778	(2) (3)	Class A Common Stock	27,778

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Page Lawrence C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Pres, Products, Asst. Secty	

## Signatures

/s/ Patty Chang as attorney-in-fact for Lawrence  
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10/14/2010

\_\_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) All shares are exercisable as of the transaction date.
  - (3) There is no expiration date for the Issuer's Class B Common Stock.

### Remarks:

\*\*\*All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person

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