

HENNESSY JOHN L
Form 4
December 29, 2008

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 *
HENNESSY JOHN L

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/24/2008

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

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Class A Common Stock ⁽¹⁾	12/24/2008		C		120	A	\$ 0	120	D	
Class A Common Stock ⁽¹⁾	12/24/2008		S		20	D	\$ 303.954	100	D	
Class A Common Stock ⁽¹⁾	12/24/2008		S		20	D	\$ 304.3362	80	D	
Class A Common Stock	12/24/2008		S		20	D	\$ 305.0442	60	D	

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Stock ⁽¹⁾									
Class A Common Stock ⁽¹⁾	12/24/2008		S	20	D	\$ 305.7	40		D
Class A Common Stock ⁽¹⁾	12/24/2008		S	12	D	\$ 298.38	28		D
Class A Common Stock ⁽¹⁾	12/24/2008		S	20	D	\$ 302.803	8		D
Class A Common Stock ⁽¹⁾	12/24/2008		S	8	D	\$ 302.8408	0		D
Class A Common Stock							4,308	I	By Trust

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. Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 20	12/24/2008		M	120	<u>(2)</u> 04/28/2014	Class B Common Stock	120
Class B Common	\$ 0	12/24/2008		M	120	<u>(3)</u> <u>(4)</u>	Class A Common	120

