

Arora Nikesh  
Form 4  
January 19, 2011

**FORM 4**

**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).

**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 \*  
Arora Nikesh

(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)  
01/15/2011

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)  
Pres, Global Sales & Bus Dev

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		
Google Stock Unit (1)	01/15/2011		F		612 D \$ 624.18	16,330	D
Google Stock Unit (1)	01/15/2011		C		1,082 D \$ 0	15,248	D
Class A Common Stock	01/15/2011		C		1,082 A \$ 0	1,082	D
Google Stock Unit						19,995	D

(2)

Google  
Stock Unit 9,602 D

(3)

Google  
Stock Unit 14,058 D

(4)

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 308.57					<u>(5)</u>	05/17/2016	Class A Common Stock	2,100
Option To Purchase Class A Common Stock	\$ 308.57					<u>(6)</u>	11/22/2016	Class A Common Stock	3,000
Option To Purchase Class A Common Stock	\$ 308.57					<u>(7)</u>	10/05/2017	Class A Common Stock	4,792

Option To Purchase Class A Common Stock	\$ 308.57	(8)	10/05/2017	Class A Common Stock	3,355
Option To Purchase Class A Common Stock	\$ 318.92	(9)	03/04/2019	Class A Common Stock	19,915
Option To Purchase Class A Common Stock	\$ 564.35	(10)	12/01/2020	Class A Common Stock	39,990

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			Pres, Global Sales & Bus Dev	

## Signatures

/s/ Patty Chang, attorney-in-fact for Nikesh  
Arora

01/19/2011

\_\_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) 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: 6,776 of the GSUs shall vest on 4/15/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(2) 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.

(3) 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: 4,267 of the GSUs shall vest on 3/4/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

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- (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: 2,812 of the GSUs shall vest on 9/5/09, 2,811 of the GSUs shall vest on 12/5/09, 2,812 of the GSUs shall vest on 3/5/10, 2,812 of the GSUs shall vest on 6/5/10, 2,811 of the GSUs shall vest on 9/5/10, 2,812 of the GSUs shall vest on 12/5/10, 2,811 of the GSUs shall vest on 3/5/11, 2,812 of the GSUs shall vest on 6/5/11, 2,811 of the GSUs shall vest on 9/5/11, 2,812 of the GSUs shall vest on 12/5/11 and 2,812 of the GSUs shall vest on 3/5/12, subject to continued employment with Google on the applicable vesting dates.
- (5) The option provides for vesting as follows: 1,749 shares shall vest on 9/9/09, 234 shares shall vest on 9/17/09, 233 shares shall vest on 10/17/09, 233 shares shall vest on 11/17/09, 234 shares shall vest on 12/17/09, 233 shares shall vest on 1/17/10, 233 shares shall vest on 2/17/10, 234 shares shall vest on 3/17/10, 233 shares shall vest on 4/17/10, 234 shares shall vest on 5/17/10 and 350 shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (6) The option provides for vesting as follows: 5,250 shares shall vest on 9/9/09 and 1/48th of the total option shall vest on 9/22/09 and each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (7) The option provides for vesting as follows: 2,500 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (8) The option provides for vesting as follows: 1,750 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (9) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (10) The option provided for vesting as follows: 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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