

Kordestani Omid  
Form 4  
September 16, 2008

**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 \*  
Kordestani Omid

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)  
09/15/2008

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

SVP, World Wide Sales/Oper.

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	Price	
Class A Common Stock <sup>(1)</sup>	09/15/2008		S		100	D \$ 426.17	301,155 D
Class A Common Stock <sup>(1)</sup>	09/15/2008		S		100	D \$ 427.11	301,055 D
Class A Common Stock <sup>(1)</sup>	09/15/2008		S		200	D \$ 429.69	300,855 D
Class A Common	09/15/2008		S		100	D \$ 432.04	300,755 D

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	100	D	\$ 433.48	300,655	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	32	D	\$ 434.12	300,623	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	168	D	\$ 434.23	300,455	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	200	D	\$ 434.46	300,255	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	226	D	\$ 434.67	300,029	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	100	D	\$ 434.72	299,929	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	200	D	\$ 434.82	299,729	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	100	D	\$ 434.8425	299,629	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	100	D	\$ 434.8475	299,529	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	100	D	\$ 434.87	299,429	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	100	D	\$ 434.91	299,329	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	100	D	\$ 435.37	299,229	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	100	D	\$ 435.48	299,129	D
Class A Common Stock <sup>(1)</sup>	09/15/2008	S	200	D	\$ 435.55	298,929	D

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Class A Common Stock <u>(1)</u>	09/15/2008	S	100	D	\$ 435.56	298,829	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	200	D	\$ 435.58	298,629	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	200	D	\$ 435.59	298,429	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	100	D	\$ 435.64	298,329	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	200	D	\$ 435.7	298,129	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	200	D	\$ 435.87	297,929	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	200	D	\$ 435.89	297,729	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	100	D	\$ 436.36	297,629	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	100	D	\$ 436.46	297,529	D	
Class A Common Stock <u>(1)</u>	09/15/2008	S	100	D	\$ 436.66	297,429	D	
Class A Common Stock						61,723	I	By Trust I
Google Stock Unit <u>(2)</u>						15,625	D	

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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. 5 and 7)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 448.23					<u>(3)</u>	03/01/2017	Class A Common Stock	36,748

### Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043				SVP, World Wide Sales/Oper.	

### Signatures

/s/ Runit Kanakia, attorney-in-fact for Omid Kordestani 09/16/2008

\_\_\_\_\_  
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 issued upon conversion of one share of Class B Common Stock at election of reporting person. 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.
- (2)
- (3) 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:**

Filing 1 of 2

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

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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