

Google Inc.
Form 4
February 28, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Drummond David C

(Last) (First) (Middle)

1600 AMIPHITHEATRE
PARKWAY, BUILDING 41

(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)
02/26/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Gen. Counsel, Secty

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock	02/26/2008		C	19,672	A \$ 0	19,672	D
Class A Common Stock	02/26/2008		S	100	D \$ 455.51	19,572	D
Class A Common Stock	02/26/2008		S	86	D \$ 455.53	19,486	D
Class A Common	02/26/2008		S	200	D \$ 455.54	19,286	D

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Stock

Class A Common Stock	02/26/2008	S	100	D	\$ 455.58	19,186	D
Class A Common Stock	02/26/2008	S	200	D	\$ 455.59	18,986	D
Class A Common Stock	02/26/2008	S	300	D	\$ 455.6	18,686	D
Class A Common Stock	02/26/2008	S	100	D	\$ 455.62	18,586	D
Class A Common Stock	02/26/2008	S	200	D	\$ 455.69	18,386	D
Class A Common Stock	02/26/2008	S	100	D	\$ 455.75	18,286	D
Class A Common Stock	02/26/2008	S	100	D	\$ 455.78	18,186	D
Class A Common Stock	02/26/2008	S	100	D	\$ 455.79	18,086	D
Class A Common Stock	02/26/2008	S	1,305	D	\$ 455.8	16,781	D
Class A Common Stock	02/26/2008	S	150	D	\$ 455.82	16,631	D
Class A Common Stock	02/26/2008	S	297	D	\$ 455.83	16,334	D
Class A Common Stock	02/26/2008	S	50	D	\$ 455.85	16,284	D
Class A Common Stock	02/26/2008	S	98	D	\$ 455.86	16,186	D
Class A Common Stock	02/26/2008	S	100	D	\$ 455.87	16,086	D

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Class A Common Stock	02/26/2008	S	200	D	\$ 455.88	15,886	D	
Class A Common Stock	02/26/2008	S	198	D	\$ 455.89	15,688	D	
Class A Common Stock	02/26/2008	S	2	D	\$ 455.9	15,686	D	
Class A Common Stock	02/26/2008	S	200	D	\$ 455.91	15,486	D	
Class A Common Stock	02/26/2008	S	105	D	\$ 455.93	15,381	D	
Class A Common Stock	02/26/2008	S	98	D	\$ 455.94	15,283	D	
Class A Common Stock	02/26/2008	S	27	D	\$ 456	15,256	D	
Class A Common Stock	02/26/2008	S	473	D	\$ 456.02	14,783	D	
Class A Common Stock	02/26/2008	S	100	D	\$ 456.08	14,683	D	
Class A Common Stock	02/26/2008	S	100	D	\$ 456.11	14,583	D	
Class A Common Stock						2,090	I	By Spouse
Google Stock Unit (4)						15,000	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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	\$ 0	02/26/2008		M	19,672	(2) (1)	Class A Common Stock 19,6
Option To Purchase Class B Common Stock	\$ 5	02/26/2008		M	19,672	(3) 07/18/2013	Class B Common Stock 19,6
Class B Common Stock	\$ 0	02/26/2008		C	19,672	(2) (1)	Class A Common Stock 19,6
Option To Purchase Class A Common Stock	\$ 448.23					(5) 03/01/2017	Class A Common Stock 30,0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Drummond David C 1600 AMIPHITHEATRE PARKWAY BUILDING 41 MOUNTAIN VIEW, CA 94043	VP, Gen. Counsel, Secty

Signatures

/s/ Rumit Kanakia as attorney-in-fact for David C.
Drummond

02/28/2008

__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) There is no expiration date for the Issuer's Class B Common Stock.

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- (2) All shares are exercisable as of the transaction date.

Shares subject to this option will begin vesting on February 26, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years 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.

- (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: 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.
- (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.

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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