DOERR L JOHN

Form 4

September 28, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* DOERR L JOHN

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

Google Inc. [GOOG] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

09/24/2010

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

C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND

(Street)

(First)

**HILL ROAD** 

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### MENLO PARK, CA 94025

(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. Transactic Code (Instr. 8)	4. Securities of Dispose (Instr. 3, 4)  Amount	d of (I	<b>D</b> )	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 (1)	09/24/2010		C	127,435	A	\$ 0	127,435	I	Vallejo Ventures Trust		
Class A Common Stock (1)	09/24/2010		S	11,272	D	\$ 527	116,163	I	Vallejo Ventures Trust		
Class A Common Stock (1)	09/24/2010		S	11,773	D	\$ 525.95	104,390	I	Vallejo Ventures Trust		
Class A	09/24/2010		S	5,114	D	\$ 525.5	99,276	I	Vallejo		

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Common Stock (1)								Ventures Trust
Class A Common Stock (1)	09/24/2010	S	96	D	\$ 525.09	99,180	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	97	D	\$ 525.08	99,083	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	96	D	\$ 525.07	98,987	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	386	D	\$ 525.06	98,601	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	357	D	\$ 525.05	98,244	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	96	D	\$ 525.04	98,148	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	482	D	\$ 525.03	97,666	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	174	D	\$ 525.02	97,492	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	16,530	D	\$ 525	80,962	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	10,602	D	\$ 524.5	70,360	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	3,855	D	\$ 523.5	66,505	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	4,819	D	\$ 523	61,686	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	4,819	D	\$ 522.5	56,867	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	16,385	D	\$ 522	40,482	I	Vallejo Ventures Trust

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Class A Common Stock (1)	09/24/2010	S	4,819	D	\$ 521.75	35,663	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	4,241	D	\$ 521.02	31,422	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	4,434	D	\$ 521	26,988	I	Vallejo Ventures Trust
Class A Common Stock (1)	09/24/2010	S	96	D	\$ 520.87	26,892	I	Vallejo Ventures Trust
Class A Common Stock (1)						275	D	
Class A Common Stock						18,656	I	Blake H. Byers Trust
Class A Common Stock						1,172	I	Brook H. Byers Trust
Class A Common Stock						18,656	I	Chad A. Byers Trust
Google Stock Unit						726	D	
Google Stock Unit						827	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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. Number of or Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		
	Derivative				Disposed of (D)		
	Security				(Instr. 3, 4, and		
					5)		

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			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	09/24/2010	С		127,435	(3)	<u>(4)</u>	Class A Common Stock	127,435
Class B Common Stock	\$ 0					(3)	<u>(4)</u>	Class A Common Stock	160,940
Class B Common Stock	\$ 0					(3)	<u>(4)</u>	Class A Common Stock	1,850

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>FB</b>	Director	10% Owner	Officer	Other		
DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025	X					

# **Signatures**

/s/ Jonathan Frankel, attorney-in-fact for L. John Doerr

09/28/2010

\*\*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.
- 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 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
- (3) There is no exercisable date for the Issuer's Class B Common Stock.
- (4) There is no expiration date for the Issuer's Class B Common Stock.

### **Remarks:**

This form is one of three Form 4s filed on September 28, 2010 for transactions effected by the Reporting Person on September

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.

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