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Form 4  
February 16, 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 \*  
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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)  
02/15/2011

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

Pres, Products, Asst. Secty

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock <sup>(1)</sup>	02/15/2011		C		27,778 A \$ 0	67,778	D
Class A Common Stock <sup>(1)</sup>	02/15/2011		S		900 D \$ 630	66,878	D
Class A Common Stock <sup>(1)</sup>	02/15/2011		S		900 D \$ 628	65,978	D
Class A Common	02/15/2011		S		900 D \$ 627.5	65,078	D

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	1,300	D	\$ 626.5	63,778	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	1,400	D	\$ 625.73	62,378	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	104	D	\$ 625.51	62,274	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	2,996	D	\$ 625.5	59,278	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	11,927	D	\$ 625	47,351	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	5,200	D	\$ 624.5	42,151	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	1,500	D	\$ 624	40,651	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	251	D	\$ 623.62	40,400	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	200	D	\$ 623.61	40,200	D
Class A Common Stock <sup>(1)</sup>	02/15/2011	S	200	D	\$ 623.6	40,000	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	C	27,778	A	\$ 0	67,778	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	2,500	D	\$ 625.5	65,278	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	900	D	\$ 625	64,378	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	2,700	D	\$ 624.75	61,678	D

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Class A Common Stock <sup>(1)</sup>	02/16/2011	S	4,778	D	\$ 624.5	56,900	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	8,600	D	\$ 624	48,300	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	1,700	D	\$ 623.75	46,600	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	900	D	\$ 623.5	45,700	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	1,700	D	\$ 623.25	44,000	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	2,600	D	\$ 623	41,400	D
Class A Common Stock <sup>(1)</sup>	02/16/2011	S	1,400	D	\$ 622.5	40,000	D

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.**

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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. P Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	02/15/2011		C	27,778	<u>(2)</u>	<u>(3)</u>	Class A Common Stock	27,778
Class B Common	\$ 0	02/16/2011		C	27,778	<u>(2)</u>	<u>(3)</u>	Class A Common	27,778

Stock

Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Page Lawrence C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Pres, Products, Asst. Secty	

## Signatures

/s/ Patty Chang as attorney-in-fact for Lawrence  
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        \*\*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.
  - (2) All shares are exercisable as of the transaction date.
  - (3) There is no expiration date for the Issuer's Class B Common Stock.

### Remarks:

\*\*\*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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