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Form 4  
January 12, 2011

**FORM 4**

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

OMB APPROVAL

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**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)

C/O GOOGLE INC., 1600  
AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/10/2011

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

Pres, Products, Asst. Secty

(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>	01/10/2011		C		27,778 A \$ 0	67,778	D
Class A Common Stock <sup>(1)</sup>	01/10/2011		S		2,650 D \$ 614.75	65,128	D
Class A Common Stock <sup>(1)</sup>	01/10/2011		S		2,300 D \$ 614.5	62,828	D
Class A Common	01/10/2011		S		112 D \$ 614.19	62,716	D

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	306	D	\$ 614.17	62,410	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	832	D	\$ 614.16	61,578	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	71	D	\$ 614.06	61,507	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	3,507	D	\$ 614	58,000	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	2,300	D	\$ 613.68	55,700	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	1,500	D	\$ 613.67	54,200	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	2,500	D	\$ 613.65	51,700	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	100	D	\$ 613.1	51,600	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	100	D	\$ 613.09	51,500	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	366	D	\$ 613.08	51,134	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	734	D	\$ 613.07	50,400	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	1,800	D	\$ 613	48,600	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	3,400	D	\$ 612	45,200	D
Class A Common Stock <sup>(1)</sup>	01/10/2011	S	3,500	D	\$ 611.5	41,700	D



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- (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.

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.