

Page Lawrence
Form 4
May 12, 2010

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 *
Page Lawrence

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)
05/10/2010

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 Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | | C | | 27,778 | A | \$ 0 |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | | S | | 2 | D | \$ 522 |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | | S | | 100 | D | \$ 521.12 |
| Class A Common | 05/10/2010 | | S | | 200 | D | \$ 521.11 |

| | | | | | | | |
|---------------------------------------|------------|---|-------|---|-----------|---------|---|
| Stock <u>(1)</u> | | | | | | | |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 100 | D | \$ 521.08 | 147,376 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 100 | D | \$ 521.07 | 147,276 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 300 | D | \$ 521.06 | 146,976 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 100 | D | \$ 521.05 | 146,876 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 200 | D | \$ 521.04 | 146,676 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 300 | D | \$ 521.03 | 146,376 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 300 | D | \$ 521.01 | 146,076 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 565 | D | \$ 521 | 145,511 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 800 | D | \$ 520.75 | 144,711 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 3,033 | D | \$ 519.8 | 141,678 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 800 | D | \$ 519 | 140,878 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 1,778 | D | \$ 518.85 | 139,100 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 200 | D | \$ 518.65 | 138,900 | D |
| Class A Common Stock <u>(1)</u> | 05/10/2010 | S | 73 | D | \$ 518.64 | 138,827 | D |

| | | | | | | | |
|---|------------|---|-------|---|---------------|---------|---|
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 100 | D | \$ 518.58 | 138,727 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 300 | D | \$ 518.53 | 138,427 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 300 | D | \$ 518.52 | 138,127 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 100 | D | \$ 518.51 | 138,027 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 727 | D | \$ 518.5 | 137,300 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 1,700 | D | \$ 518.25 | 135,600 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 2,600 | D | \$ 518 | 133,000 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 100 | D | \$ 517.95 | 132,900 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 100 | D | \$ 517.93 | 132,800 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 200 | D | \$ 517.805 | 132,600 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 370 | D | \$ 517.8 | 132,230 | D |
| Class A Common Stock ⁽¹⁾ | 05/10/2010 | S | 100 | D | \$ 517.795 | 132,130 | 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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(9-02)

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

Edgar Filing: Page Lawrence - Form 4

| 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 Deriv Secur (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 | 05/10/2010 | | C | 27,778 | (2) | (3) | Class A Common Stock | 27,778 |

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 Page
 **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:

This form is one of two Form 4s filed on May 12, 2010 for transactions effected by the Reporting Person on May 10, 2010. **

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.