

Shriram Kavitar Ram
 Form 4
 November 04, 2009

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 *
 Shriram Kavitar Ram

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
 AMPHITHEATRE PARKWAY

(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)
 11/02/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount or Price		
Class A Common Stock ⁽¹⁾	11/02/2009		M		150,000 A \$ 0	332,920	D
Class A Common Stock ⁽¹⁾	11/02/2009		S		100 D \$ 539.04	332,820	D
Class A Common Stock ⁽¹⁾	11/02/2009		S		13 D \$ 539.03	332,807	D
Class A Common	11/02/2009		S		5,887 D \$ 539	326,920	D

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Stock ⁽¹⁾							
Class A Common Stock ⁽¹⁾	11/02/2009	S	12,978	D	\$ 537	313,942	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	11,000	D	\$ 536	302,942	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 535.27	302,842	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 535.12	302,742	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 535.07	302,642	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	400	D	\$ 535.05	302,242	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 535.04	302,142	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	104	D	\$ 535.01	302,038	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	21,096	D	\$ 535	280,942	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	184	D	\$ 533.54	280,758	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	32	D	\$ 533.51	280,726	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	54	D	\$ 533.48	280,672	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	400	D	\$ 533.47	280,272	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 533.38	280,172	D

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Class A Common Stock ⁽¹⁾	11/02/2009	S	204	D	\$ 533.37	279,968	D	
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 533.35	279,868	D	
Class A Common Stock ⁽¹⁾	11/02/2009	S	200	D	\$ 533.33	279,668	D	
Class A Common Stock ⁽¹⁾	11/02/2009	S	300	D	\$ 533.32	279,368	D	
Class A Common Stock ⁽¹⁾	11/02/2009	S	16,602	D	\$ 533.25	262,766	D	
Class A Common Stock ⁽¹⁾	11/02/2009	S	3,000	D	\$ 532.5	259,766	D	
Class A Common Stock ⁽¹⁾	11/02/2009	S	13,750	D	\$ 532	246,016	D	
Class A Common Stock						172,227	I	By Spouse
Class A Common Stock						27,773	I	By Trust 1
Class A Common Stock						27,773	I	By Trust 2
Class A Common Stock						300,000	I	Trust 3
Class A Common Stock						300,000	I	Trust 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Class B Common Stock	\$ 0	11/02/2009		M	150,000	(2) (3)	Class A Common Stock	150,000
Class B Common Stock	\$ 0					(2) (3)	Class A Common Stock	33,767

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shriram Kavitar Ram C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

Signatures

/s/ Patty Chang, attorney-in-fact for Kavitar Ram
Shriram

11/04/2009

**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 issued upon conversion of one share of Class B Common Stock at 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 three Form 4s filed on November 4, 2009 for transactions effected by the Reporting Person on November 2, 2009.

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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