

Shriram Kavitar Ram  
 Form 4/A  
 January 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 \*  
 Shriram Kavitar Ram

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)  
 11/16/2009

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

C/O GOOGLE INC., 1600  
 AMPHITHEATRE PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/18/2009

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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock <sup>(1)</sup>	11/16/2009		S	1,858 D \$ 576.5	423,536	D	
Class A Common Stock <sup>(1)</sup>	11/16/2009		S	331 D \$ 576.05	423,205	D	
Class A Common Stock <sup>(1)</sup>	11/16/2009		S	140 D \$ 576.31	423,065	D	
Class A Common	11/16/2009		S	100 D \$ 576.17	422,965	D	

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	900	D	\$ 576.15	422,065	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	100	D	\$ 576.49	421,965	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	15	D	\$ 576.14	421,950	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	241	D	\$ 576.26	421,709	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	300	D	\$ 576.13	421,409	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	100	D	\$ 576.27	421,309	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	200	D	\$ 576.33	421,109	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	300	D	\$ 576.32	420,809	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	300	D	\$ 576.22	420,509	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	206	D	\$ 576.25	420,303	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	100	D	\$ 576.29	420,203	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	200	D	\$ 576.24	420,003	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	298	D	\$ 576.21	419,705	D
Class A Common Stock <sup>(1)</sup>	11/16/2009	S	69	D	\$ 576.06	419,636	D

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Class A Common Stock <sup>(1)</sup>	11/16/2009	S	100	D	\$ 576.28	419,536	D	
Class A Common Stock						307,043	I	By Spouse
Class A Common Stock						192,957	I	Trust 3
Class A Common Stock						192,957	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)

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. Price of Derivative Security (Instr. 5)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Class B Common Stock	\$ 0					<u>(2)</u>	<u>(3)</u>	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	X			

MOUNTAIN VIEW, CA 94043

## Signatures

/s/ Jonathan Frankel, attorney-in-fact for Kavitar Ram  
Shriram

01/12/2010

        \*\*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 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 is an amendment to the first of three Form 4s originally filed on November 18, 2009 for transactions effected by the Rep

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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