

Eustace Robert Alan
 Form 4
 February 08, 2010

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 *
 Eustace Robert Alan

(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)
 02/04/2010

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)
 SVP Engineering & Research

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|---|------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Class A Common Stock | 12/09/2009 | | G | V | 2,185 | D | \$ 0 | 4,815 | I | By Trust 1 |
| Class A Common Stock | 12/09/2009 | | G | V | 2,185 | A | \$ 0 | 2,185 | I | By Trust 5 |
| Class A Common Stock | 12/09/2009 | | G | V | 2,185 | D | \$ 0 | 4,815 | I | By Trust 2 |
| Class A Common | 12/09/2009 | | G | V | 2,185 | A | \$ 0 | 4,370 | I | By Trust 5 |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|----------------|--------|---|---------------|
| Stock | | | | | | | | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 530.0625 | 13,457 | D | |
| Class A Common Stock | 02/04/2010 | S | 14 | D | \$ 530.09 | 13,443 | D | |
| Class A Common Stock | 02/04/2010 | S | 20 | D | \$ 530.11 | 13,423 | D | |
| Class A Common Stock | 02/04/2010 | S | 2 | D | \$ 530.14 | 13,421 | D | |
| Class A Common Stock | 02/04/2010 | S | 64 | D | \$ 530.21 | 13,357 | D | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 530.8 | 13,257 | D | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 531.25 | 13,157 | D | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 531.57 | 13,057 | D | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 532.22 | 12,957 | D | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 533.84 | 12,857 | D | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 536 | 12,757 | D | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 536.91 | 12,657 | D | |
| Class A Common Stock | 02/04/2010 | S | 100 | D | \$ 537.45 | 12,557 | D | |
| Class A Common Stock | | | | | | 6,000 | I | By Trust 4 |

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| | | | | |
|--|--|--------|---|---------------|
| Class A Common Stock | | 6,000 | I | By Trust 3 |
| Google Stock Unit ⁽¹⁾ | | 6,250 | D | |
| Google Stock Unit ⁽¹⁾ | | 17,069 | 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. SEC 1474 (9-02)

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 | | | | | <u>(2)</u> | <u>(3)</u> | Class A Common Stock | 2,772 |
| Option To Purchase Class A Common Stock | \$ 308.57 | | | | | <u>(4)</u> | 03/01/2017 | Class A Common Stock | 40,000 |
| Option To Purchase Class A Common Stock | \$ 318.92 | | | | | <u>(5)</u> | 03/04/2019 | Class A Common Stock | 34,138 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Eustace Robert Alan C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP Engineering & Research | |

Signatures

| | |
|---|------------|
| /s/ Jonathan Frankel, attorney-in-fact for Robert Alan Eustace | 02/08/2010 |
| **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) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
 - (2) All shares are exercisable as of the transaction date.
 - (3) There is no expiration date for the Class B Common Stock.
 - (4) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 11, 2009.
 - (5) 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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.