

PICHETTE PATRICK
Form 4
March 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 *
PICHETTE PATRICK

(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)
03/10/2010

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 & Chief Financial Officer

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)	(A) or (D)	5. Amount or Price	6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership (Direct (D) or Indirect (I) (Instr. 4))
Class A Common Stock	03/10/2010		S	100	D	\$ 562.67	4,450	D
Class A Common Stock	03/10/2010		S	200	D	\$ 562.91	4,250	D
Class A Common Stock	03/10/2010		S	100	D	\$ 562.94	4,150	D
Class A Common	03/10/2010		S	100	D	\$ 563.21	4,050	D

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Stock							
Class A Common Stock	03/10/2010	S	200	D	\$ 563.27	3,850	D
Class A Common Stock	03/10/2010	S	200	D	\$ 563.3	3,650	D
Class A Common Stock	03/10/2010	S	200	D	\$ 563.75	3,450	D
Class A Common Stock	03/10/2010	S	100	D	\$ 563.82	3,350	D
Class A Common Stock	03/10/2010	S	100	D	\$ 563.97	3,250	D
Class A Common Stock	03/10/2010	S	100	D	\$ 563.99	3,150	D
Class A Common Stock	03/10/2010	S	200	D	\$ 564.25	2,950	D
Class A Common Stock	03/10/2010	S	200	D	\$ 564.32	2,750	D
Class A Common Stock	03/10/2010	S	200	D	\$ 564.46	2,550	D
Class A Common Stock	03/10/2010	S	300	D	\$ 564.49	2,250	D
Class A Common Stock	03/10/2010	S	200	D	\$ 564.5	2,050	D
Class A Common Stock	03/10/2010	S	100	D	\$ 564.56	1,950	D
Class A Common Stock	03/10/2010	S	100	D	\$ 564.75	1,850	D
Class A Common Stock	03/10/2010	S	100	D	\$ 564.82	1,750	D

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Class A Common Stock	03/10/2010	S	100	D	\$ 564.88	1,650	D
Class A Common Stock	03/10/2010	S	100	D	\$ 564.95	1,550	D
Class A Common Stock	03/10/2010	S	100	D	\$ 565	1,450	D
Class A Common Stock	03/10/2010	S	200	D	\$ 565.01	1,250	D
Class A Common Stock	03/10/2010	S	100	D	\$ 565.08	1,150	D
Class A Common Stock	03/10/2010	S	100	D	\$ 565.2	1,050	D
Class A Common Stock	03/10/2010	S	249	D	\$ 565.26	801	D
Class A Common Stock	03/10/2010	S	1	D	\$ 565.3	800	D
Class A Common Stock	03/10/2010	S	200	D	\$ 565.34	600	D
Class A Common Stock	03/10/2010	S	25	D	\$ 565.37	575	D
Class A Common Stock	03/10/2010	S	100	D	\$ 565.46	475	D
Class A Common Stock	03/10/2010	S	200	D	\$ 565.5	275	D

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. Price of Underlying Securities (Instr. 3 and 4)
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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. Price of Underlying Securities (Instr. 3 and 4)
Option To Purchase Class A Common Stock	\$ 308.57					(1) 08/06/2018	Class A Common Stock	11,112
Option To Purchase Class A Common Stock	\$ 318.92					(2) 03/04/2019	Class A Common Stock	68,276

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICHETTE PATRICK C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP & Chief Financial Officer	

Signatures

/s/ Jonathan Frankel as attorney-in-fact for Patrick Pichette 03/12/2010

**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) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In addition, the option will vest no sooner than September 9, 2009.
- (2) 1/4th of the option shall vest 12 months after vesting commencement date and 1/48th of the option shall vest each month thereafter, subject to the optionee continuing employment with Google on the applicable vesting dates.

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Remarks:

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