

MATHER ANN
Form 4
October 20, 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 *
MATHER ANN

(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)
10/19/2010

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Google Stock Unit ⁽¹⁾	10/19/2010		S ⁽²⁾	200 D	\$ 603.77	2,420	D
Google Stock Unit ⁽¹⁾	10/19/2010		S ⁽²⁾	100 D	\$ 603.77	2,320	D
Google Stock Unit ⁽¹⁾	10/19/2010		S ⁽²⁾	400 D	\$ 603.77	1,920	D
Google Stock	10/19/2010		S ⁽²⁾	100 D	\$ 603.7725	1,820	D

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Unit ⁽¹⁾

Google
 Stock 10/19/2010 S⁽²⁾ 200 D \$ 603.7726 1,620 D
 Unit ⁽¹⁾

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

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(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 or Number of Shares
Option To Purchase Class A Common Stock ⁽³⁾	\$ 414.09					Date Exercisable: 12/01/2005 Expiration Date: 12/01/2015	Class A Common Stock	12,000

Reporting Owners

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

Signatures

/s/ Jonathan Frankel as attorney-in-fact for Ann Mather 10/20/2010

__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: (i) 1/5 th on the one year anniversary of the vesting commencement date (which was November 9, 2005) and (ii) 1/20th each quarter thereafter, subject to continued service to Google Inc. on the applicable vesting date. The GSU is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan.

(2) Class A Common Stock were sold on the transaction date, reflecting the vesting of GSUs, and the accompanying entitlement to receive one share of Google Inc.'s Class A common stock for each GSU.

(3) Shares subject to this option began vesting on November 9, 2005 and vest as follows:(i) 1/5th on the one year anniversary of the vesting commencement date and (ii) 1/60th each month thereafter, subject to continued service to Google Inc. on the applicable vesting date. The stock is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan.

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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