

Eustace Robert Alan
 Form 4
 July 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)
 07/06/2010

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	07/06/2010		S		100 D \$ 441.59	12,752	D
Class A Common Stock	07/06/2010		S		100 D \$ 442.37	12,652	D
Class A Common Stock	07/06/2010		S		100 D \$ 442.89	12,552	D
Class A Common	07/06/2010		S		100 D \$ 443.6	12,452	D

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Stock									
Class A Common Stock	07/06/2010	S	30	D	\$ 444	12,422	D		
Class A Common Stock	07/06/2010	S	100	D	\$ 444.08	12,322	D		
Class A Common Stock	07/06/2010	S	70	D	\$ 444.09	12,252	D		
Class A Common Stock	07/06/2010	S	100	D	\$ 444.39	12,152	D		
Class A Common Stock	07/06/2010	S	100	D	\$ 446.13	12,052	D		
Class A Common Stock	07/06/2010	S	100	D	\$ 446.24	11,952	D		
Class A Common Stock	07/06/2010	S	100	D	\$ 446.73	11,852	D		
Class A Common Stock						4,815	I		By Trust 2
Class A Common Stock						3,751	I		By Trust 4
Class A Common Stock						4,434	I		By Trust 7
Class A Common Stock						4,815	I		By Trust 1
Class A Common Stock						3,751	I		By Trust 3
Class A Common Stock						4,434	I		By Trust 6
Google Stock Unit (1)						3,750	D		

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Google
 Stock Unit 11,735 D
(1)

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 or Value of Underlying Securities (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

SVP Engineering & Research

