

Arora Nikesh
Form 4/A
March 05, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Arora Nikesh

(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)
03/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
03/05/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP and Chief Business 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)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Google Stock Unit (1)	03/01/2012		C		666	D	\$ 0
Class A Common Stock	03/01/2012		C		666	A	\$ 0
Google Stock Unit (1)	03/01/2012		F		584	D	\$ 618.25 (2)
Google Stock Unit							5,335

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<u>(3)</u>	Google Stock Unit	2,812	D
<u>(4)</u>	Google Stock Unit	8,471	D
<u>(5)</u>	Google Stock Unit	18,713	D

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 564.35					<u>(7)</u> 12/01/2020		Class A Common Stock	39,990
Option To Purchase Class A Common Stock	\$ 574.18					<u>(8)</u> 04/06/2021		Class A Common Stock	39,050
Option To	\$ 308.57					<u>(9)</u> 10/05/2017		Class A Common	1,667

				Stock	
Purchase					
Class A					
Common					
Stock					
Option					
To					
Purchase	\$ 308.57	<u>(10)</u>	10/05/2017	Class A	
Class A				Common	1,167
Common				Stock	
Stock					
Option					
To					
Purchase	\$ 318.92	<u>(11)</u>	03/04/2019	Class A	
Class A				Common	9,246
Common				Stock	
Stock					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP and Chief Business Officer	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Nikesh Arora 03/05/2012

__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 employment with Google on the applicable vesting dates.
- (2) Shares withheld to satisfy tax obligations upon vesting of GSUs.
- (3) 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: 4,267 of the GSUs shall vest on 3/4/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (4) 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: 2,812 of the GSUs shall vest on 9/5/09, 2,811 of the GSUs shall vest on 12/5/09, 2,812 of the GSUs shall vest on 3/5/10, 2,812 of the GSUs shall vest on 6/5/10, 2,811 of the GSUs shall vest on 9/5/10, 2,812 of the GSUs shall vest on 12/5/10, 2,811 of the GSUs shall vest on 3/5/11, 2,812 of the GSUs shall vest on 6/5/11, 2,811 of the GSUs shall vest on 9/5/11, 2,812 of the GSUs shall vest on 12/5/11 and 2,812 of the GSUs shall vest on 3/5/12, subject to continued

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employment with Google on the applicable vesting dates.

- (5) 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: 6,776 of the GSUs shall vest on 4/15/10 and 1/16th of the GSUs shall vest each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (6) 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: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (7) The option provided for vesting as follows: 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.
- (8) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (9) The option provides for vesting as follows: 2,500 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (10) The option provides for vesting as follows: 1,750 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (11) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 Amendment is filed to correct number of shares withheld to pay tax obligations upon vesting of GSUs.

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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