

HENNESSY JOHN L  
Form 4  
May 05, 2009

**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 \*  
HENNESSY JOHN L

(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)  
05/01/2009

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Class A Common Stock <sup>(1)</sup>	05/01/2009		C		200 A \$ 0	200	D
Class A Common Stock <sup>(1)</sup>	05/01/2009		S		15 D \$ 393	185	D
Class A Common Stock <sup>(1)</sup>	05/01/2009		S		16 D \$ 395	169	D
Class A Common	05/01/2009		S		17 D \$ 395.0243	152	D

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Stock <sup>(1)</sup>								
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	17	D	\$ 395.115	135		D
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	17	D	\$ 395.1425	118		D
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	17	D	\$ 395.2077	101		D
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	17	D	\$ 395.435	84		D
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	17	D	\$ 395.7509	67		D
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	17	D	\$ 395.97	50		D
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	16	D	\$ 396.2176	34		D
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	17	D	\$ 396.285	17		D
Class A Common Stock <sup>(1)</sup>	05/01/2009	S	17	D	\$ 396.4843	0		D
Class A Common Stock						4,308		I By Trust

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.**

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De... Se... (In
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\*\*\*All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.\*\*\*

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.