

Brown Shona L
 Form 4/A
 December 15, 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 *
 Brown Shona 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)
 12/01/2009

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/04/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 SVP Business Oper.

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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)	Price
Google Stock Unit (1)	12/01/2009		F		438	D	\$ 583 5,187
Google Stock Unit (1)	12/01/2009		C		499	D	\$ 0 4,688
Class A Common Stock	12/01/2009		C		499	A	\$ 0 499
Class A Common	12/01/2009		M		583	A	\$ 26 1,082

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Stock								
Class A Common Stock	12/01/2009		S	31	D	\$ 588.01	1,051	D
Class A Common Stock	12/01/2009		S	100	D	\$ 588.23	951	D
Class A Common Stock	12/01/2009		S	107	D	\$ 588.354	844	D
Class A Common Stock	12/01/2009		S	45	D	\$ 588.1	799	D
Class A Common Stock	12/01/2009		S	300	D	\$ 588.1867	499	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)

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. P... Deri... Secu... (Inst...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 26	12/01/2009		M	583	<u>(2)</u>	04/01/2014	Class A Common Stock	583
Option To Purchase	\$ 308.57					<u>(3)</u>	03/01/2017	Class A Common Stock	30,000

