

DOERR L JOHN  
Form 4  
September 28, 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 \*  
DOERR L JOHN

(Last) (First) (Middle)

C/O KLEINER PERKINS  
CAUFIELD & BYERS, 2750 SAND  
HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Google Inc. [GOOG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/24/2010

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 Indirect Beneficial Ownership (Instr. 4) |         |   |                        |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|------------------------|
|                                     |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |         |   |                        |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010                           |  | C                              |   | 127,435   | A  | \$ 0  | 127,435 | I | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010                           |  | S                              |   | 11,272  | D  | \$ 527  | 116,163 | I | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010                           |  | S                              |   | 11,773  | D  | \$ 525.95   | 104,390 | I | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010                           |  | S                              |   | 5,114   | D  | \$ 525.5  | 99,276  | I | Vallejo Ventures Trust |

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|                                     |            |   |        |   |           |        |   |  |                        |
|-------------------------------------|------------|---|--------|---|-----------|--------|---|--|------------------------|
| Common Stock <sup>(1)</sup>         |            |   |        |   |           |        |   |  | Ventures Trust         |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 96     | D | \$ 525.09 | 99,180 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 97     | D | \$ 525.08 | 99,083 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 96     | D | \$ 525.07 | 98,987 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 386    | D | \$ 525.06 | 98,601 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 357    | D | \$ 525.05 | 98,244 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 96     | D | \$ 525.04 | 98,148 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 482    | D | \$ 525.03 | 97,666 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 174    | D | \$ 525.02 | 97,492 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 16,530 | D | \$ 525    | 80,962 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 10,602 | D | \$ 524.5  | 70,360 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 3,855  | D | \$ 523.5  | 66,505 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 4,819  | D | \$ 523    | 61,686 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 4,819  | D | \$ 522.5  | 56,867 | I |  | Vallejo Ventures Trust |
| Class A Common Stock <sup>(1)</sup> | 09/24/2010 | S | 16,385 | D | \$ 522    | 40,482 | I |  | Vallejo Ventures Trust |

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|                                       |            |  |   |       |   |              |        |   |                              |
|---------------------------------------|------------|--|---|-------|---|--------------|--------|---|------------------------------|
| Class A<br>Common<br>Stock <u>(1)</u> | 09/24/2010 |  | S | 4,819 | D | \$<br>521.75 | 35,663 | I | Vallejo<br>Ventures<br>Trust |
| Class A<br>Common<br>Stock <u>(1)</u> | 09/24/2010 |  | S | 4,241 | D | \$<br>521.02 | 31,422 | I | Vallejo<br>Ventures<br>Trust |
| Class A<br>Common<br>Stock <u>(1)</u> | 09/24/2010 |  | S | 4,434 | D | \$ 521       | 26,988 | I | Vallejo<br>Ventures<br>Trust |
| Class A<br>Common<br>Stock <u>(1)</u> | 09/24/2010 |  | S | 96    | D | \$<br>520.87 | 26,892 | I | Vallejo<br>Ventures<br>Trust |
| Class A<br>Common<br>Stock <u>(1)</u> |            |  |   |       |   |              | 275    | D |                              |
| Class A<br>Common<br>Stock            |            |  |   |       |   |              | 18,656 | I | Blake H.<br>Byers<br>Trust   |
| Class A<br>Common<br>Stock            |            |  |   |       |   |              | 1,172  | I | Brook H.<br>Byers<br>Trust   |
| Class A<br>Common<br>Stock            |            |  |   |       |   |              | 18,656 | I | Chad A.<br>Byers<br>Trust    |
| Google<br>Stock Unit<br><u>(2)</u>    |            |  |   |       |   |              | 726    | D |                              |
| Google<br>Stock Unit<br><u>(2)</u>    |            |  |   |       |   |              | 827    | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. |
|---|--|---|---|--------------------------------------|---|--|---|----|
|---|--|---|---|--------------------------------------|---|--|---|----|

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|                            |      |            | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares |
|----------------------------|------|------------|------|---|-----|-----|---------------------|--------------------|----------------------------|----------------------------------|
| Class B<br>Common<br>Stock | \$ 0 | 09/24/2010 | C    |   |     |     | (3)                 | (4)                | Class A<br>Common<br>Stock | 127,435                          |
| Class B<br>Common<br>Stock | \$ 0 |            |      |   |     |     | (3)                 | (4)                | Class A<br>Common<br>Stock | 160,940                          |
| Class B<br>Common<br>Stock | \$ 0 |            |      |   |     |     | (3)                 | (4)                | Class A<br>Common<br>Stock | 1,850                            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DOERR L JOHN<br>C/O KLEINER PERKINS CAUFIELD & BYERS<br>2750 SAND HILL ROAD<br>MENLO PARK, CA 94025 | X             |           |         |       |

## Signatures

/s/ Jonathan Frankel, attorney-in-fact for L. John  
Doerr

09/28/2010

\*\*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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.  
  
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 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
  - (2) There is no exercisable date for the Issuer's Class B Common Stock.
  - (3) There is no expiration date for the Issuer's Class B Common Stock.

### Remarks:

This form is one of three Form 4s filed on September 28, 2010 for transactions effected by the Reporting Person on September 28, 2010.

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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