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Form 4
January 13, 2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

Pres, Products, Asst. Secty

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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 ⁽¹⁾	01/12/2011		S		1,400 D \$ 616	47,057	D
Class A Common Stock ⁽¹⁾	01/12/2011		S		100 D \$ 615.62	46,957	D
Class A Common Stock ⁽¹⁾	01/12/2011		S		100 D \$ 615.59	46,857	D
Class A Common	01/12/2011		S		300 D \$ 615.58	46,557	D

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Stock ⁽¹⁾							
Class A Common Stock ⁽¹⁾	01/12/2011	S	300	D	\$ 615.57	46,257	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	300	D	\$ 615.56	45,957	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	278	D	\$ 615.53	45,679	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.52	45,579	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	1,300	D	\$ 615.5	44,279	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	200	D	\$ 615.47	44,079	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.44	43,979	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	200	D	\$ 615.42	43,779	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.4	43,679	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	200	D	\$ 615.39	43,479	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	300	D	\$ 615.37	43,179	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	150	D	\$ 615.36	43,029	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	125	D	\$ 615.35	42,904	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	225	D	\$ 615.34	42,679	D

Class A Common Stock ⁽¹⁾	01/12/2011	S	1,700	D	\$ 615.25	40,979	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	28	D	\$ 615.21	40,951	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.2	40,851	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	551	D	\$ 615.17	40,300	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	200	D	\$ 615.14	40,100	D
Class A Common Stock ⁽¹⁾	01/12/2011	S	100	D	\$ 615.11	40,000	D

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

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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 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 Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Page Lawrence
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

X

X

Pres,
Products,
Asst. Secty

Signatures

/s/ Patty Chang as attorney-in-fact for Lawrence
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01/13/2011

__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.

Remarks:

This form is two of two Form 4s filed on January 13, 2011 for transactions effected by the Reporting Person on January 11 and

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.