

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

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

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

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

(Street)
MENLO PARK, CA 94025

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

(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)
Class A Common Stock ⁽¹⁾	09/24/2010		C	V	127,435 A \$ 0	127,435	I Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	09/24/2010		S	D	11,272 D \$ 527	116,163	I Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	09/24/2010		S	D	11,773 D \$ 525.95	104,390	I Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	09/24/2010		S	D	5,114 D \$ 525.5	99,276	I Vallejo Ventures Trust

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

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Class A Common Stock <u>(1)</u>	09/24/2010		S	4,819	D	\$ 521.75	35,663	I	Vallejo Ventures Trust
Class A Common Stock <u>(1)</u>	09/24/2010		S	4,241	D	\$ 521.02	31,422	I	Vallejo Ventures Trust
Class A Common Stock <u>(1)</u>	09/24/2010		S	4,434	D	\$ 521	26,988	I	Vallejo Ventures Trust
Class A Common Stock <u>(1)</u>	09/24/2010		S	96	D	\$ 520.87	26,892	I	Vallejo Ventures Trust
Class A Common Stock <u>(1)</u>							275	D	
Class A Common Stock							18,656	I	Blake H. Byers Trust
Class A Common Stock							1,172	I	Brook H. Byers Trust
Class A Common Stock							18,656	I	Chad A. Byers Trust
Google Stock Unit <u>(2)</u>							726	D	
Google Stock Unit <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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(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.
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	09/24/2010	C				(3)	(4)	Class A Common Stock	127,435
Class B Common Stock	\$ 0						(3)	(4)	Class A Common Stock	160,940
Class B Common Stock	\$ 0						(3)	(4)	Class A Common Stock	1,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD 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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