

Drummond David C  
Form 4/A  
December 03, 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 \*  
Drummond David C

(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)  
12/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/02/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Corporate Development

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) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |        |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |        |   |  |
| Google<br>Stock Unit<br>(1)     | 12/01/2010                           |  | A                              |   | 4,999   | A  | \$ 0  | 4,999  | D |  |
| Google<br>Stock Unit<br>(1)     | 12/01/2010                           |  | F                              |   | 438   | D  | \$ 555.71   | 1,437  | D |  |
| Google<br>Stock Unit<br>(1)     | 12/01/2010                           |  | C                              |   | 499   | D  | \$ 0  | 938    | D |  |
| Class A<br>Common               | 12/01/2010                           |  | C                              |   | 499   | A  | \$ 0  | 11,027 | D |  |

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|                             |            |  |   |       |   |              |        |   |           |
|-----------------------------|------------|--|---|-------|---|--------------|--------|---|-----------|
| Stock                       |            |  |   |       |   |              |        |   |           |
| Class A<br>Common<br>Stock  | 12/01/2010 |  | C | 1,400 | A | \$ 0         | 12,427 | D |           |
| Class A<br>Common<br>Stock  | 12/01/2010 |  | S | 1,400 | D | \$<br>562.82 | 11,027 | D |           |
| Class A<br>Common<br>Stock  |            |  |   |       |   |              | 2,090  | I | By Spouse |
| Google<br>Stock Unit<br>(2) |            |  |   |       |   |              | 10,669 | 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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Option To Purchase Class A Common Stock    | \$ 564.35  | 12/01/2010                           |  | A                              | 9,998   | (3)  | 12/01/2020      | Class A Common Stock  | 9,998                      |
| Option To Purchase Class B Common Stock    | \$ 5   | 12/01/2010                           |  | M                              | 1,400   | (4)  | 07/18/2013      | Class B Common Stock  | 1,400                      |
| Class B Common                             | \$ 0   | 12/01/2010                           |  | M                              | 1,400   | (5)  | (6)             | Class A Common  | 1,400                      |



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following the one year anniversary of the vesting commencement date will vest in the respective amounts described above ratably at the end of each month.

- (5) All shares are exercisable as of the transaction date.
- (6) There is no expiration date for Google Inc.'s Class B Common Stock.
- (7) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 12, 2009.

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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