Shriram Kavitark Ram Form 4/A January 12, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and A Shriram Kav	ddress of Repo	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Google Inc. [GOOG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, ,			
			(Month/Day/Year)	X Director 10% Owner			
C/O GOOG	LE INC., 160	00	11/16/2009	Officer (give title Other (specify below)			
AMPHITHE	EATRE PAR	KWAY		below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
			11/18/2009	_X_ Form filed by One Reporting Person			
MOUNTAI	N VIEW, CA	94043		Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			
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()/	()	Tabl	e I - Non-I	Jerivative	Secur	ities Acqui	rea, Disposea of,	or Beneficially	y 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)	(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	os Ownership ally Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Class A Common Stock (1)	11/16/2009		S	420	D	\$ 575.17	386,242	D	
Class A Common Stock (1)	11/16/2009		S	652	D	\$ 575.01	385,590	D	
Class A Common Stock (1)	11/16/2009		S	400	D	\$ 575.06	385,190	D	
Class A Common	11/16/2009		S	15	D	\$ 575.07	385,175	D	

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Stock (1)							
Class A Common Stock (1)	11/16/2009	S	48	D	\$ 575.08	385,127	D
Class A Common Stock (1)	11/16/2009	S	633	D	\$ 575.1	384,494	D
Class A Common Stock (1)	11/16/2009	S	300	D	\$ 575.11	384,194	D
Class A Common Stock (1)	11/16/2009	S	200	D	\$ 575.14	383,994	D
Class A Common Stock (1)	11/16/2009	S	100	D	\$ 575.02	383,894	D
Class A Common Stock (1)	11/16/2009	S	57,700	D	\$ 575	326,194	D
Class A Common Stock (1)	11/16/2009	S	700	D	\$ 575.12	325,494	D
Class A Common Stock (1)	11/16/2009	S	100	D	\$ 575.13	325,394	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 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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	.	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shriram Kavitark Ram C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043



Signatures

/s/ Jonathan Frankel, attorney-in-fact for Kavitark Ram Shriram

01/12/2010

**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 issued upon conversion of one share of Class B Common Stock at election of reporting person.

Remarks:

This is an amendment to the third of three Form 4s originally filed on November 18, 2009 for transactions effected by the Rep

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.

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