

Shriram Kavitar Ram
 Form 4/A
 January 12, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Shriram Kavitar Ram

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)
 10/19/2009

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

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/04/2009

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 or Price		
Class A Common Stock ⁽¹⁾	10/19/2009		C		128,829 A \$ 0	311,749	D
Class A Common Stock ⁽¹⁾	10/21/2009		C		128,829 A \$ 0	440,578	D
Class A Common Stock ⁽¹⁾	11/02/2009		S		100 D \$ 535.07	440,478	D
Class A Common	11/02/2009		S		100 D \$ 535.04	440,378	D

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Stock ⁽¹⁾							
Class A Common Stock ⁽¹⁾	11/02/2009	S	204	D	\$ 533.37	440,174	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	184	D	\$ 533.54	439,990	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 539.04	439,890	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	200	D	\$ 533.33	439,690	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	400	D	\$ 535.05	439,290	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	11,000	D	\$ 536	428,290	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	21,096	D	\$ 535	407,194	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	300	D	\$ 533.32	406,894	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	13	D	\$ 539.03	406,881	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	13,750	D	\$ 532	393,131	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	5,887	D	\$ 539	387,244	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	400	D	\$ 533.47	386,844	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	104	D	\$ 535.01	386,740	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 533.35	386,640	D

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Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 533.38	386,540	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	12,978	D	\$ 537	373,562	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	16,602	D	\$ 533.25	356,960	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 535.27	356,860	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	32	D	\$ 533.51	356,828	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	3,000	D	\$ 532.5	353,828	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	54	D	\$ 533.48	353,774	D
Class A Common Stock ⁽¹⁾	11/02/2009	S	100	D	\$ 535.12	353,674	D

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	10/19/2009		C	128,829	<u>(2)</u>	<u>(3)</u>	Class A Common Stock	128,829

