

Tilghman Shirley M  
 Form 4  
 November 04, 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 \*  
 Tilghman Shirley M

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)  
 11/03/2010

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Google Stock Unit (1)	11/03/2010		A	813	A	\$ 0 813	D
Google Stock Unit (2)						4,700	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)



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the applicable vesting date. The GSU is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan.

(2) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of the Google Inc.'s Class A common stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: (i) 1/5 th on the one year anniversary of the vesting commencement date (which was October 3, 2005) and (ii) 1/20th each quarter thereafter, subject to continued service to Google Inc. on the applicable vesting date. The GSU is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan.

(3) Class A Common Stock were sold on the transaction date. These shares of Class A Common Stock were acquired from the exercise of vested stock options.

Shares subject to this option will begin vesting on October 3, 2005 and will vest as follows:(i) 1/5th on the one year anniversary of the vesting commencement date and (ii) 1/60th each month thereafter, subject to continued service to Google Inc. on the applicable vesting date. The stock is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan.

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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