

FORM 4

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

OMB APPROVAL

{ } 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

OMB Number: 3235-0287  
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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

(Print or Type Responses)

Investment Company Act of 1940

1. Name and Address of Reporting Person* Brown Shona L	2. Issuer Name and Ticker or Trading Symbol Google Inc. GOOG	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other
(Last) (First) (Middle) C/O GOOGLE INC.,1600 AMPHI THEATRE PARKWAY (Street) MOUNTAIN V - CA - 94043 IEW (City) (State) (Zip)	3. Date of Earliest Transaction (Month/Day/Year) 07-01-2008	(give title below) (specify below) VP Business Oper.
	4.If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Execut. Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Sec Beneficially Owned Following 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	07-01-2008		C	583 (A) \$0	1,091	D	
Class A Common Stock	07-01-2008		S	508 (D) \$523.22 #1	583	D	
Class A Common Stock	07-01-2008		S	583 (D) \$520	0	D	
Google Stock Unit #2					10,313	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1.	2.	3.	3a.	4.	5.	6.	7.	8.	9.	10.	11.
Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Deemed Executed Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of Derivative Securities Owned following reported transaction(s) (Instr. 4)	Ownership Form of Derivative Security (Direct (D) or Indirect (I) Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
Option Purchase Class A Common Stock	\$26	07-01-2008		C	583	04-01-2014	Class A Common Stock	\$0	12,259	D	
					#3						
Option Purchase Class A Common Stock	\$448.23					03-01-2017	Class A Common Stock		30,000	D	
					#4						

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Shona L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW CA 94043			VP Business Oper.	

Explanation of Responses:

1 Each transaction reported on this Form 4 shows the actual price at which the noted shares were sold. However, in accordance with the broker's policy, the reporting person received from the broker an additional payment of \$19,441.16 to remedy a broker error, resulting in a price of \$561.49 per share on those shares sold on July 1, 2008 and reported on this Form 4.

2 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 on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

3 The option vests and becomes exercisable as to 1/5th of the shares on April 1, 2006 and 1/60th of shares each month thereafter.

4 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

\*\*\*All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.\*\*\*

Signatures

/s/ Runit Kanakia, attorney-in-fact for Shona L. Brown / 07-02-2008

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\*\* Signature of Reporting Person

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Date

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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 f