

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

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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

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|---|---|---|
| 1. Name and Address of Reporting Person* REYES GEORGE | 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 AMPHITHEATRE PARKWAY (Street) MOUNTAIN V - CA - 94043 IEW (City) (State) (Zip) | 3. Date of Earliest Transaction (Month/Day/Year) 07-08-2008 4. If Amendment, Date Original Filed (Month/Day/Year) | (give title below) (specify below) Chief Financial Officer 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 or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Class A Common Stock #1 | 07-08-2008 | | C | 159 (A) \$0 | 2,701 | D | |
| Class A Common Stock #1 | 07-08-2008 | | G V | 159 (A) \$0 | 159 | I | By Trust I |
| Class A Common Stock #1 | 07-08-2008 | | G V | 159 (D) \$0 | 2,542 | D | |
| Class A Common Stock #1 | 07-08-2008 | | S | 15 (D) \$541.307 | 144 | I | By Trust I |
| Class A Common Stock #1 | 07-08-2008 | | S | 20 (D) \$546.380 | 124 | I | By Trust I |
| Class A Common Stock #1 | 07-08-2008 | | S | 15 (D) \$546.975 | 109 | I | By Trust I |

| | | | | | | | | | | | |
|----------------------|------------|--|---|--|----|---|------------|--------|--|---|--------------|
| Class A Common Stock | 07-08-2008 | | S | | 19 | D | \$547.0548 | 90 | | I | By Trust I |
| Class A Common Stock | 07-08-2008 | | S | | 15 | D | \$547.727 | 75 | | I | By Trust I |
| Class A Common Stock | 07-08-2008 | | S | | 15 | D | \$548.5872 | 60 | | I | By Trust I |
| Class A Common Stock | 07-08-2008 | | S | | 15 | D | \$549.1762 | 45 | | I | By Trust I |
| Class A Common Stock | 07-08-2008 | | S | | 15 | D | \$545.3118 | 30 | | I | By Trust I |
| Class A Common Stock | 07-08-2008 | | S | | 15 | D | \$545.34 | 15 | | I | By Trust I |
| Class A Common Stock | 07-08-2008 | | S | | 15 | D | \$545.7048 | 0 | | I | By Trust I |
| Class A Common Stock | | | | | | | | 1,182 | | I | By Trust III |
| Class A Common Stock | | | | | | | | 4,319 | | I | By Trust II |
| 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 (Instr. 4) | Nature of Indirect Beneficial Ownership (Instr. 4) |
| Class B Common Stock | \$0 | 07-08-2008 | | M | 159 | | Class A Common Stock | \$0 | 159 | D | |
| Option Purchase Class B Common | \$5 | 07-08-2008 | | M | 159 | 07-18-2013 | Class B Common Stock | \$0 | 37,016 | D | |

| | | | | | | | | | | |
|---|----------|------------|---|-----|----|----------------------|----------------------|--------|--------|---|
| Class B Common Stock | \$0 | 07-08-2008 | C | 159 | #5 | Class A Common Stock | 159 | \$0 | 0 | D |
| Option to Purchase Class A Common Stock | \$448.23 | | | | #3 | 03-01-2017 | Class A Common Stock | 30,000 | 30,000 | D |
| | | | | | #4 | | | | | |
| | | | | | #6 | | | | | |

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REYES GEORGE C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW CA 94043 | . | . | Chief Financial Officer | |

Explanation of Responses:

- 1 Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- 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 There is no exercisable date for the Issuer's Class B Common Stock.
- 4 There is no expiration date for the Issuer's Class B Common Stock.
- 5 Shares subject to this option will begin vesting on August 6, 2006 and will vest as follows: (i) 15 percent on the one year anniversary of the vesting commencement date, (ii) 17.5 percent in the second year of vesting, (iii) 20 percent in the third year of vesting, (iv) 22.5 percent in the fourth year of vesting, and (v) 25 percent in the fifth year of vesting; provided that shares vesting in each of the years 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.
- 6 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:

Shares sold in transaction were converted from the exercise of previously held options granted in July 2003, in conjunction with Executive

Signatures

/s/ Robyn Marcello, attorney-in-fact for George Reyes / 07-09-2008

** Signature of Reporting Person

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 form