

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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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

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

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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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(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. 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	
Class B Common Stock	\$ 0	10/19/2009		C	128,829	<u>(2)</u>	<u>(3)</u>	Class A Common Stock	128,829

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Class B Common Stock	\$ 0	10/21/2009		C	128,829	(2)	(3)	Class A Common Stock	128,829
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shriram Kavitar Ram C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X			

Signatures

/s/ Jonathan Frankel, attorney-in-fact for Kavitar Ram Shriram	01/12/2010
<u> </u> **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.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

This is an amendment to the first of three Form 4s originally filed on November 4, 2009 ***All of the sales reported in this Fo

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