DOERR L JOHN Form 4 April 03, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DOERR L JOHN

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

04/02/2012

Google Inc. [GOOG]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director Officer (give title

10% Owner _ Other (specify

C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND

(Street)

HILL ROAD

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

MENLO PARK, CA 94025

(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. Transactic Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4)	ed of	` ′	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)	
Class A Common Stock (1)	04/02/2012		C	12,933	A	\$ 0	12,933	I	Vallejo Ventures Trust	
Class A Common Stock (1)	04/02/2012		S	1,000	D	\$ 638.5	11,933	I	Vallejo Ventures Trust	
Class A Common Stock (1)	04/02/2012		S	1,000	D	\$ 639.5	10,933	I	Vallejo Ventures Trust	
Class A	04/02/2012		S	1,000	D	\$ 642	9,933	I	Vallejo	

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Common Stock (1)								Ventures Trust
Class A Common Stock (1)	04/02/2012	S	1,000	D	\$ 644	8,933	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	1,000	D	\$ 644.65	7,933	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	1,000	D	\$ 645	0	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	3,798	D	\$ 646	4,135	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	205	D	\$ 646.05	3,930	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	100	D	\$ 646.11	3,830	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	730	D	\$ 646.12	1,000	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	100	D	\$ 646.13	3,730	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	1,000	D	\$ 646.5	2,730	I	Vallejo Ventures Trust
Class A Common Stock (1)	04/02/2012	S	1,000	D	\$ 647	1,730	I	Vallejo Ventures Trust
Class A Common Stock						126,952	I	The Benificus Foundation
Class A Common Stock						1,159	D	
Class A Common Stock						18,656	I	Blake H. Byers Trust
Class A Common Stock						18,656	I	Chad A. Byers Trust

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Google Stock Unit (2)	364	D
Google Stock Unit (3)	549	D
Google Stock Unit (2)	414	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of orDerivative 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. P Deri Secu (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0	04/02/2012		C		12,933	<u>(4)</u>	(5)	Class A Common Stock	12,933	

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Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025	X						

Signatures

/s/ Valentina Margulis, as attorney-in-fact for L. John 04/03/2012 Doerr

> **Signature of Reporting Person Date

3 Reporting Owners

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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 was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- 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 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
- 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: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date (July 6, 2011) and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates.
- (4) There is no exercisable date for the Issuer's Class B Common Stock.
- (5) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting 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 displays a currently valid OMB number.