Kordestani Omid Form 4 August 28, 2008

FORM 4

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box if no longer subject to Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kordestani Omid Issuer Symbol Google Inc. [GOOG] (Check all applicable) (Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify C/O GOOGLE INC., 1600 08/25/2008 below) AMPHITHEATRE PARKWAY SVP, World Wide Sales/Oper. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

MOUNTAIN VIEW, CA 94043

(City)	le 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Common Stock (1)	08/25/2008		S	100	D	\$ 482.28	320,186	D	
Class A Common Stock (1)	08/25/2008		S	100	D	\$ 482.99	320,086	D	
Class A Common Stock (1)	08/25/2008		S	200	D	\$ 490.41	319,886	D	
Class A Common	08/25/2008		S	100	D	\$ 489.34	319,786	D	

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Person

Estimated average

burden hours per

Stock (1)							
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 482.85	319,686	D
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 488.87	319,486	D
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 486.69	319,286	D
Class A Common Stock (1)	08/25/2008	S	400	D	\$ 483.11	318,886	D
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 482.98	318,686	D
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 483.38	318,586	D
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 483.12	318,386	D
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 485.14	318,186	D
Class A Common Stock (1)	08/25/2008	S	51	D	\$ 488.5	318,135	D
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 491	318,035	D
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 484	317,935	D
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 482.44	317,735	D
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 484.1	317,535	D
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 488.86	317,335	D

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Class A Common Stock (1)	08/25/2008	S	24	D	\$ 482.5	317,311	D	
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 485.75	317,211	D	
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 482.45	317,111	D	
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 483.75	317,011	D	
Class A Common Stock (1)	08/25/2008	S	49	D	\$ 488.39	316,962	D	
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 485.81	316,762	D	
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 484.02	316,662	D	
Class A Common Stock (1)	08/25/2008	S	200	D	\$ 483.27	316,462	D	
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 489.87	316,362	D	
Class A Common Stock (1)	08/25/2008	S	100	D	\$ 482.73	316,262	D	
Class A Common Stock						61,723	I	By Trust I
Google Stock Unit						17,188	D	

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

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

SEC 1474

(9-02)

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

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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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day e	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option To Purchase Class A Common Stock	\$ 448.23					(3)	03/01/2017	Class A Common Stock	36,748	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY **MOUNTAIN VIEW, CA 94043**

SVP, World Wide Sales/Oper.

Signatures

/s/ Rumit Kanakia, attorney-in-fact for Omid Kordestani

08/28/2008

**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.
- 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.
- 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, **(3)** subject to continued employment with Google on the applicable vesting dates.

Remarks:

Filing 2 of 2

Reporting Owners 4

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