

DOERR L JOHN  
Form 4/A  
January 08, 2009

**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 \*  
DOERR L JOHN

(Last) (First) (Middle)

C/O KLEINER PERKINS  
CAUFIELD & BYERS, 2750 SAND  
HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Google Inc. [GOOG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/04/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                     |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |                                   |
| Class A Common Stock <sup>(1)</sup> | 09/02/2008                           |  | C                              |   | 31,800 A \$ 0   | 31,800   | D                                 |
| Class A Common Stock <sup>(1)</sup> | 09/02/2008                           |  | S                              |   | 700 D \$ 477.02   | 31,100   | D                                 |
| Class A Common Stock <sup>(1)</sup> | 09/02/2008                           |  | S                              |   | 3,900 D \$ 465  | 27,200   | D                                 |
| Class A Common Stock <sup>(1)</sup> | 09/02/2008                           |  | S                              |   | 1,000 D \$  | 26,200   | D                                 |

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|   |            |   |       |   |              |        |  |   |
|---|------------|---|-------|---|--------------|--------|--|---|
| Common<br>Stock <sup>(1)</sup>            |            |   |       |   |              | 477.25 |  |   |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 2,500 | D | \$ 477.5     | 23,700 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 4,000 | D | \$ 479       | 19,700 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 800   | D | \$ 477       | 18,900 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 200   | D | \$<br>463.52 | 18,700 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 200   | D | \$<br>463.56 | 18,500 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 100   | D | \$<br>463.57 | 18,400 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 2,300 | D | \$ 466       | 16,100 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 188   | D | \$<br>464.02 | 15,912 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 212   | D | \$<br>464.05 | 15,700 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 194   | D | \$<br>464.07 | 15,506 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 1,238 | D | \$ 463.5     | 14,268 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 62    | D | \$ 463.6     | 14,206 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 1,406 | D | \$<br>464.06 | 12,800 |  | D |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 200   | D | \$<br>463.55 | 12,600 |  | D |

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|   |            |   |       |   |              |                        |   |                                |
|---|------------|---|-------|---|--------------|------------------------|---|--------------------------------|
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 7,200 | D | \$<br>474.75 | 5,400                  | D |                                |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 09/02/2008 | S | 5,400 | D | \$ 478       | 0                      | D |                                |
| Class A<br>Common<br>Stock                |            |   |       |   |              | 18,656                 | I | Blake H.<br>Byers Trust        |
| Class A<br>Common<br>Stock                |            |   |       |   |              | 1,172                  | I | Brook H.<br>Byers Trust        |
| Class A<br>Common<br>Stock                |            |   |       |   |              | 18,656                 | I | Chad A.<br>Byers Trust         |
| Class A<br>Common<br>Stock                |            |   |       |   |              | 130,776 <sup>(2)</sup> | I | The<br>Benificus<br>Foundation |

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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                                  |
|---|--|---|---|---|--|--|---|----------------------------|----------------------------------|
|   |  |   |   | Code                                    | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | \$ 0   | 09/02/2008                              |   | C                                       | 31,800   | <u>(3)</u>   | <u>(4)</u>  | Class A<br>Common<br>Stock | 31,800                           |
| Class B<br>Common<br>Stock                          | \$ 0   |   |   |   |  | <u>(3)</u>   | <u>(4)</u>  | Class A<br>Common<br>Stock | 1,850                            |
| Class B<br>Common<br>Stock                          | \$ 0   |   |   |   |  | <u>(3)</u>   | <u>(4)</u>  | Class A<br>Common<br>Stock | 160,940                          |

|                            |      |            |            |                            |           |
|----------------------------|------|------------|------------|----------------------------|-----------|
| Class B<br>Common<br>Stock | \$ 0 | <u>(3)</u> | <u>(4)</u> | Class A<br>Common<br>Stock | 1,901,683 |
|----------------------------|------|------------|------------|----------------------------|-----------|

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ Rumit Kanakia, attorney-in-fact for L. John<br>Doerr | 01/08/2009 |
| __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 was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) These balances have been amended to show the correct amount.
- (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.

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.