Shriram Kavitark Ram Form 4 August 13, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

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Washington, D.C. 20549

3235-0287 Number: January 31,

2005

OMB APPROVAL

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations 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 * Shriram Kavitark Ram | | | 2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG] | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|---------------------------------------|--|--|---|--|--|
| (Last) C/O GOOGLE AMPHITHEA | · · · · · · · · · · · · · · · · · · · | | 3. Date of Earliest Transaction (Month/Day/Year) 08/13/2012 | (Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specification) | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| MOUNTAIN VIEW, CA 94043 | | | | Form filed by More than One Reporting Person | | |

| (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) | Code (Instr. 8) | 4. Securities Acquired (A) or or or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Class A Common Stock | n 08/13/2012 | | Code V S | Amount 25,200 | (D) | Price \$ 650.1044 | 84,688 | I | By Limited Partnership |
| Class A Common Stock | n 08/13/2012 | | S | 12,500 | D | \$ 650.1044 (1) | 214,067 | D | |
| Class A | | | | | | \$ | | | |

| Stock | | | | | (1) | | | |
|----------------------------|------------|---|--------|---|-----------------------|---------|---|-----------|
| Class A Common Stock | 08/13/2012 | S | 12,500 | D | \$ 650.1044 (1) | 220,541 | I | By Spouse |
| Class A Common | | | | | | 1,132 | D | |

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Stock

Google Stock

495 D

Unit (2)

Google Stock

D 590

Unit (3)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security

3. Transaction Date 3A. Deemed (Month/Day/Year) (Month/Day/Year)

Execution Date, if

5. TransactionNumber Code of (Instr. 8) Derivative Securities

Acquired

Disposed

(Instr. 3, 4, and 5)

(A) or

of (D)

Code V (A) (D)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

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(Insti

9. Nu

Deriv

Date Exercisable

Expiration

Amount Title Number of

Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other Director

Shriram Kavitark Ram C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY

X

MOUNTAIN VIEW, CA 94043

Signatures

/s/ Valentina Margulis, attorney-in-fact for Kavitark Ram Shriram

08/13/2012

**Signature of Reporting Person

Date

Reporting Owners 2

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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$650.00 to \$650.91, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- 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 GSU vests. 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.
- The GSUs vest as follows: 1/48th vests on the 25th calendar day of the month following the vesting start date and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11, 2012.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to Rule 10b5-1 Trading Plans adopted by the Reporting Person

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.