The purpose of this document is to help users become familiar with the information that can be found on a Form. It is intended to complement ongoing in-person trainings offered by the research department as well as provide a refresher for those whose contact with these materials is intermittent.

The Form 4 is issued as a statement of changes in beneficial ownership of securities for a company insider; which is defined as a director, top-ranking executive officer (e.g. Chairman, CEO, President, etc.), or a shareholder who own at least 10 percent or more of outstanding shares. Unlike the DEF 14A in Reference 1, the Form 4 is a short and succinct document of no more than two pages. However, it is dense and utilizes abbreviations and codes can take some getting used to.

A Form 4 is important because it can be used for the following:

- To determine current stock ownership between annual DEF 14A statements
- To determine wealth that might have recently been obtained due to stock sales
- To determine how a prospect’s stock-based wealth is held (directly or through a trust or other indirect ownership)
- To provide some more general insight into the timing and liquidity of a prospect’s asset management

You will find that each provides a discussion of the important things to note on that page.

As always, we welcome any comments you may have: prospectresearch@yale.edu.
FORM 4

Google Inc. - GOOG

Filed: November 28, 2007 (period: November 27, 2007)

Statement of changes in beneficial ownership of securities
# STATEDMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Address of Reporting Person
   **HENNESSY JOHN L**
   (Last) (First) (Middle)
   C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY
   (Street) MOUNTAIN VIEW CA 94043
   (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
   11/27/2007

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   - **X Director**
   - 10% Owner
   - Officer (give title below)
   - Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   - **X Form filed by One Reporting Person**
   - Form filed by More than One Reporting Person

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock (1)</td>
<td>11/27/2007</td>
<td></td>
<td>C</td>
<td>200 A</td>
<td>$ 0</td>
<td>200 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (1)</td>
<td>11/27/2007</td>
<td></td>
<td>S</td>
<td>20 D</td>
<td>$ 660.81</td>
<td>180 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (1)</td>
<td>11/27/2007</td>
<td></td>
<td>S</td>
<td>20 D</td>
<td>$ 662.47</td>
<td>160 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (1)</td>
<td>11/27/2007</td>
<td></td>
<td>S</td>
<td>3 D</td>
<td>$ 664.01</td>
<td>157 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (1)</td>
<td>11/27/2007</td>
<td></td>
<td>S</td>
<td>17 D</td>
<td>$ 664.07</td>
<td>140 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (1)</td>
<td>11/27/2007</td>
<td></td>
<td>S</td>
<td>20 D</td>
<td>$ 664.735</td>
<td>120 D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock (1)</td>
<td>11/27/2007</td>
<td></td>
<td>S</td>
<td>20 D</td>
<td>$ 666.46</td>
<td>100 D</td>
<td></td>
</tr>
</tbody>
</table>

Source: Google Inc., 4, November 28, 2007
<table>
<thead>
<tr>
<th>Class A Common Stock</th>
<th>Date</th>
<th>Qty</th>
<th>D</th>
<th>Price</th>
<th>Shares</th>
<th>Dividend</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>11/27/2007</td>
<td>S</td>
<td>20</td>
<td>$669.74</td>
<td>80</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/27/2007</td>
<td>S</td>
<td>20</td>
<td>$671.5</td>
<td>60</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/27/2007</td>
<td>S</td>
<td>20</td>
<td>$658.53</td>
<td>40</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/27/2007</td>
<td>S</td>
<td>20</td>
<td>$668.2</td>
<td>20</td>
<td>D</td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>11/27/2007</td>
<td>S</td>
<td>20</td>
<td>$674.87</td>
<td>0</td>
<td>D</td>
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<tr>
<td>Class A Common Stock (I)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>4,908</td>
<td>I</td>
</tr>
</tbody>
</table>

Source: Google Inc., 4, November 28, 2007
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Option To Purchase Class B Common Stock</td>
<td>$ 20</td>
<td>11/27/2007</td>
<td>M</td>
<td>200</td>
<td>(2)</td>
<td>04/28/2014</td>
<td>Class B Common Stock 200 $ 0 26,350 D</td>
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<tr>
<td>Class B Common Stock</td>
<td>$ 0</td>
<td>11/27/2007</td>
<td>M</td>
<td>200</td>
<td>(3) (4)</td>
<td></td>
<td>Class A Common Stock 200 $ 0 200 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>$ 0</td>
<td>11/27/2007</td>
<td>C</td>
<td>200</td>
<td>(3) (4)</td>
<td></td>
<td>Class A Common Stock 200 $ 0 0 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

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. The option vests and becomes exercisable as to 1/5th of the shares on March 18, 2005 and 1/60th of shares each month thereafter.
3. All shares are exercisable as of the transaction date.
4. There is no expiration date for the Issuer's Class B Common Stock.

**Remarks:**

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

/s/ Rumit Kanakia, attorney-in-fact for  
John L. Hennessy

**Signature of Reporting Person Date**

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.
Transaction Codes according to SEC filing regulations:

General Transaction Codes

P — Open market or private purchase of non-derivative or derivative security
S — Open market or private sale of non-derivative or derivative security
V — Transaction voluntarily reported earlier than required

Rule 16b-3 Transaction Codes

A — Grant, award or other acquisition pursuant to Rule 16b-3(d)
D — Disposition to the issuer of issuer equity securities pursuant to Rule 16b-3(e)
F — Payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3
I — Discretionary transaction in accordance with Rule 16b-3(f) resulting in acquisition or disposition of issuer securities
M — Exercise or conversion of derivative security exempted pursuant to Rule 16b-3

Derivative Securities Codes (Except for transactions exempted pursuant to Rule 16b-3)

C — Conversion of derivative security
E — Expiration of short derivative position
H — Expiration (or cancellation) of long derivative position with value received
O — Exercise of out-of-the-money derivative security
X — Exercise of in-the-money or at-the-money derivative security

Other Section 16(b) Exempt Transaction and Small Acquisition Codes (except for Rule 16b-3 codes above)

G — Bona fide gift
L — Small acquisition under Rule 16a-6
W — Acquisition or disposition by will or the laws of descent and distribution
Z — Deposit into or withdrawal from voting trust

Other Transaction Codes

J — Other acquisition or disposition (describe transaction)
K — Transaction in equity swap or instrument with similar characteristics
U — Disposition pursuant to a tender of shares in a change of control transaction