

PICHETTE PATRICK

Form 3/A

May 19, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

PICHETTE PATRICK

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN
VIEW, CA 94043

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/12/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
SVP & Chief Financial Officer

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

08/25/2008

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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)Google Stock Unit ⁽¹⁾

7,376

D A

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Expiration Date Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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| | Date Exercisable | | Amount or Number of Shares | or Indirect (I) (Instr. 5) | |
|--|---------------------|---------------------------|----------------------------------|----------------------------------|------------------|
| Option To Purchase Class A Common Stock | Â (2) | 08/06/2018 ⁽³⁾ | Class A Common Stock | 11,112 | \$ 486.34 (4) |
| | | | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PICHETTE PATRICK C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW,Â CAÂ 94043 | Â | Â | Â SVP & Chief Financial Officer | Â |

Signatures

/s/ Jonathan Frankel as attorney-in-fact for Patrick Pichette 05/19/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 910 of the Google Stock Units ("GSUs") shall vest 6 months after August 1, 2008, subject to continued employment with Google. If employment is terminated prior to the six-month vesting date, other than as a result of resignation, 910 of the GSUs will immediately vest. Another 910 of the GSUs shall vest 12 months after August 1, 2008, subject to continued employment with Google. If employment is terminated after six months but prior to the twelve-month vesting date, other than as a result of resignation, 910 of the GSUs will immediately vest. 5,556 of the GSUs shall vest annually at a rate of 1/4 each year over four years, beginning on August 1, 2009, subject to continued employment with Google on such vesting dates.
- (2) 1/4th of the option shall vest on August 1, 2009, 12 months after the vesting commencement date, and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (3) Amended to reflect correct expiration date.
- (4) Amended to reflect correct exercise price.

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.