

Google Inc.
Form 4
January 29, 2007

FORM 4

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

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Chairman of Exec. Comm.

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)
				(A) or (D)	Amount or Price		
Class A Common Stock (1) (2)					15,245	I	By Limited Partnership II
Class A Common Stock (1) (2)					10,424	I	By Limited Partnership I
Class A Common Stock (1) (2)	01/25/2007		S	123 D	\$ 495.25	I	By Trust

Edgar Filing: Google Inc. - Form 4

Class A Common Stock <u>(1)</u>	01/25/2007	S	123	D	\$ 495.21	36,959	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	61	D	\$ 495.2	36,898	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	123	D	\$ 495.19	36,775	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	246	D	\$ 495.18	36,529	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	246	D	\$ 495.16	36,283	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	123	D	\$ 495.12	36,160	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	246	D	\$ 495.11	35,914	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	123	D	\$ 495.1	35,791	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	123	D	\$ 495.07	35,668	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	184	D	\$ 495.05	35,484	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	123	D	\$ 495.03	35,361	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	61	D	\$ 495.02	35,300	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	61	D	\$ 495	35,239	I	By Trust
Class A Common Stock <u>(1)</u>	01/25/2007	S	123	D	\$ 494.99	35,116	I	By Trust
Class A Common	01/25/2007	S	184	D	\$ 494.98	34,932	I	By Trust

Edgar Filing: Google Inc. - Form 4

Stock ⁽¹⁾								
Class A Common Stock ⁽¹⁾	01/25/2007	S	246	D	\$ 494.95	34,686	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	61	D	\$ 494.94	34,625	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	184	D	\$ 494.93	34,441	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	123	D	\$ 494.92	34,318	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	123	D	\$ 494.9	34,195	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	123	D	\$ 494.91	34,072	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	61	D	\$ 494.88	34,011	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	246	D	\$ 494.86	33,765	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	246	D	\$ 494.82	33,519	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	123	D	\$ 494.79	33,396	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	184	D	\$ 494.78	33,212	I	By Trust
Class A Common Stock ⁽¹⁾	01/25/2007	S	61	D	\$ 494.75	33,151	I	By Trust

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)

Edgar Filing: Google Inc. - Form 4

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

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: SCHMIDT ERIC E, CEO, Chairman of Exec. Comm.

Signatures

/s/Alan Ku as Attorney-in-Fact for Eric E. Schmidt, 01/29/2007

Explanation of Responses:

- * If the form is filed by more than one reporting person...
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations...
(1) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock...
(2) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock...

Remarks:

Form 4 Filing -continuation report: Related transactions effected by the Reporting Person on Jan. 25, 2007 are reported on add
All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
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.