Google Inc. Form 4 June 28, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer

Washington, D.C. 20549

January 31, Expires: 2005

subject to Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| SCHMIDT ERIC E | | | Issuer Name a nbol | | or Trac | ding | Issuer | | | |
|--------------------------------------|---|---|--|--|---------|--------------|--|--|---|--|
| (Last) | (First) | (Middle) 3. l | oogle Inc. [Google | Transactio | n | | (Check all applicable) _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify | | | |
| | (Street) | 4. 1 | f Amendment, | Date Origii | nal | | below) below) CEO, Chairman of Exec. Comm. 6. Individual or Joint/Group Filing(Check | | | |
| | | | ed(Month/Day/Ye | _ | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non | -Derivativ | e Seci | urities Acq | uired, Disposed | of, or Benefic | ially Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Data any (Month/Day/Y | Code ear) (Instr. 8) | Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Class A Common Stock (1) (2) | | | | | | | 15,246 | I | By Limited Partnership II | |
| Class A Common Stock (1) (2) | 06/26/2007 | | S | 2 | D | \$ 528.54 | 9,278 | I | By Limited Partnership I | |
| Class A Common Stock (1) (2) | 06/26/2007 | | S | 2 | D | \$ 528.42 | 9,276 | I | By Limited Partnership I | |

| Class A Common Stock (1) (2) | 06/26/2007 | S | 2 | D | \$ 527.6 | 9,274 | I | By Limited Partnership I |
|------------------------------|------------|---|---|---|--------------|-------|---|--------------------------------|
| Class A Common Stock (1) (2) | 06/26/2007 | S | 2 | D | \$ 526.89 | 9,272 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.48 | 9,269 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.48 | 9,266 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.48 | 9,263 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.48 | 9,260 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.47 | 9,257 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.45 | 9,254 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.39 | 9,251 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.35 | 9,248 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.34 | 9,245 | I | By Limited Partnership I |
| | 06/26/2007 | S | 3 | D | | 9,242 | I | |

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| Class A Common Stock (1) (2) | | | | | \$ 530.33 | | | By Limited Partnership I |
|------------------------------|------------|---|---|---|--------------|-------|---|--------------------------------|
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.32 | 9,239 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.31 | 9,236 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.31 | 9,233 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.32 | 9,230 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.3 | 9,227 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.29 | 9,224 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.29 | 9,221 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.29 | 9,218 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.22 | 9,215 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.22 | 9,212 | I | By Limited Partnership I |
| | 06/26/2007 | S | 3 | D | | 9,209 | I | |

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| Class A Common Stock (1) (2) | | | | | \$ 530.22 | | | By Limited Partnership I |
|--------------------------------|------------|---|---|---|--------------|-------|---|--------------------------------|
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.16 | 9,206 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.16 | 9,203 | I | By Limited Partnership I |
| Class A Common Stock (1) (2) | 06/26/2007 | S | 3 | D | \$ 530.16 | 9,200 | I | By Limited Partnership I |
| Class A Common Stock (2) | | | | | | 1,841 | 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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Titl | le and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|---------|----------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | ate | Amou | ınt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | rlying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | | J |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A 4 | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | TP: 41 | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | C 1 17 | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 4

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Director 10% Owner Officer Other

SCHMIDT ERIC E

X X CEO, Chairman of Exec. Comm.

Signatures

/s/Rumit Kanakia as Attorney-in-Fact for Eric E.
Schmidt 06/28/2007

**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 conversion of one share of Class B Common Stock at the election of the reporting person.
- (2) 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.

Remarks:

Form 4 Filing -continuation report: Related transactions effected by the Reporting Person on June 26, 2007 are reported on ade ***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.

Signatures 5