

Google Inc.
Form 4
February 20, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shriram Kavitar Ram

(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)
02/16/2007

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)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock ⁽¹⁾	02/16/2007		C		150,000 A \$ 0	163,197	D
Class A Common Stock ⁽¹⁾	02/16/2007		C		50,000 A \$ 0	50,000	I By Limited Partnership
Class A Common Stock	02/16/2007		S		75 D \$ 469.87	163,122	D
Class A Common	02/16/2007		S		2,850 D \$ 469.85	160,272	D

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Stock							
Class A Common Stock	02/16/2007	S	6,450	D	\$ 469.75	153,822	D
Class A Common Stock	02/16/2007	S	5,625	D	\$ 469.7	148,197	D
Class A Common Stock	02/16/2007	S	16,125	D	\$ 469.5	132,072	D
Class A Common Stock	02/16/2007	S	12,450	D	\$ 469.35	119,622	D
Class A Common Stock	02/16/2007	S	15,900	D	\$ 469.25	103,722	D
Class A Common Stock	02/16/2007	S	3,225	D	\$ 469.1	100,497	D
Class A Common Stock	02/16/2007	S	16,050	D	\$ 469	84,447	D
Class A Common Stock	02/16/2007	S	4,350	D	\$ 468	80,097	D
Class A Common Stock	02/16/2007	S	3,600	D	\$ 466	76,497	D
Class A Common Stock	02/16/2007	S	5,250	D	\$ 465.75	71,247	D
Class A Common Stock	02/16/2007	S	3,000	D	\$ 465.6	68,247	D
Class A Common Stock	02/16/2007	S	13,425	D	\$ 465.5	54,822	D
Class A Common Stock	02/16/2007	S	75	D	\$ 465.26	54,747	D
Class A Common Stock	02/16/2007	S	5,925	D	\$ 465.25	48,822	D

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Class A Common Stock	02/16/2007	S	1,875	D	\$ 465.15	46,947	D
Class A Common Stock	02/16/2007	S	4,125	D	\$ 465.1	42,822	D
Class A Common Stock	02/16/2007	S	75	D	\$ 465.05	42,747	D
Class A Common Stock	02/16/2007	S	248	D	\$ 465.04	42,499	D
Class A Common Stock	02/16/2007	S	210	D	\$ 465.03	42,289	D
Class A Common Stock	02/16/2007	S	75	D	\$ 465.02	42,214	D
Class A Common Stock	02/16/2007	S	2,250	D	\$ 465.01	39,964	D
Class A Common Stock	02/16/2007	S	12,142	D	\$ 465	27,822	D
Class A Common Stock	02/16/2007	S	2,250	D	\$ 464.8	25,572	D
Class A Common Stock	02/16/2007	S	6,375	D	\$ 464.5	19,197	D
Class A Common Stock	02/16/2007	S	3,750	D	\$ 463.5	15,447	D
Class A Common Stock	02/16/2007	S	146	D	\$ 463.14	15,301	D

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	02/16/2007		C	150,000	02/16/2007	<u>(2)</u>	Class A Common Stock	150,000
Class B Common Stock	\$ 0	02/16/2007		C	50,000	02/16/2007	<u>(2)</u>	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shriram Kavitar Ram C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

Signatures

Alan Ku as Attorney-in-Fact for K. Ram
Shriram
Date: 02/20/2007

**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 the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

Form 4 Filing 1 of 3 (continuation report): Related transactions effected by the Reporting Person on Feb. 16, 2007 are reported

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

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