

Google Inc.  
Form 4  
June 28, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
SCHMIDT ERIC E			Google Inc. [GOOG]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
			06/26/2007		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
					<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)		CEO, Chairman of Exec. Comm.	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
					<input type="checkbox"/> 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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>					15,246	I	By Limited Partnership II	
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>					10,425	I	By Limited Partnership I	
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>	06/26/2007		S	159	D \$531.61	30,387	I	By Trust

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Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.59	30,334	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.59	30,281	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.58	30,228	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	11	D	\$ 531.58	30,217	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.58	30,164	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	22	D	\$ 531.58	30,142	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	14	D	\$ 531.58	30,128	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	70	D	\$ 531.58	30,058	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.58	30,005	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.57	29,952	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.57	29,899	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	42	D	\$ 531.57	29,857	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.57	29,804	I	By Trust
Class A Common Stock <u>(1)</u>	06/26/2007	S	53	D	\$ 531.56	29,751	I	By Trust
Class A Common	06/26/2007	S	53	D	\$ 531.56	29,698	I	By Trust

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Stock <sup>(1)</sup>								
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	159	D	\$ 531.52	29,539	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	264	D	\$ 531.51	29,275	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	4	D	\$ 531.5	29,271	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	43	D	\$ 531.5	29,228	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	317	D	\$ 531.49	28,911	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	21	D	\$ 531.49	28,890	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	6	D	\$ 531.48	28,884	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	159	D	\$ 531.46	28,725	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	108	D	\$ 531.45	28,617	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	50	D	\$ 531.45	28,567	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	106	D	\$ 531.44	28,461	I	By Trust
Class A Common Stock <sup>(1)</sup>	06/26/2007	S	92	D	\$ 531.44	28,369	I	By Trust

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu...
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## Reporting Owners

Reporting Owner Name / Address	Relationships				Title	Amount or Number of Shares
	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 the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) 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.

### Remarks:

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