

Google Inc.
Form 4
July 31, 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

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(Print or Type Responses)

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

(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)
07/27/2007

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock ⁽¹⁾	07/27/2007		C	V 17,915 A \$ 0	19,756	I	By Trust
Class A Common Stock ⁽¹⁾	07/27/2007		G	V 17,915 D \$ 0	1,841	I	By Trust
Class A Common Stock ⁽¹⁾	07/27/2007		C	2,169 A \$ 0	10,424	I	By Limited Partnership I
Class A Common	07/27/2007		C	15,245 A \$ 0	15,245	I	By Limited Partnership

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Stock ⁽¹⁾								II
Class A Common Stock ⁽¹⁾	07/27/2007	C	39,670	A	\$ 0	41,511	I	By Trust
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 505.6	10,418	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	21	D	\$ 506.11	10,397	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 506.21	10,391	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 506.29	10,385	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	3	D	\$ 506.37	10,382	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	9	D	\$ 506.39	10,373	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	3	D	\$ 506.41	10,370	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	3	D	\$ 506.45	10,367	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	12	D	\$ 506.54	10,355	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	12	D	\$ 506.7	10,343	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	17	D	\$ 506.72	10,326	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 506.77	10,320	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	3	D	\$ 506.83	10,317	I	By Limited Partnership I

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Class A Common Stock ⁽¹⁾	07/27/2007	S	9	D	\$ 506.84	10,308	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 506.85	10,302	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	15	D	\$ 506.9	10,287	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 506.925	10,281	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 506.93	10,275	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 506.98	10,269	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	6	D	\$ 507	10,263	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	15	D	\$ 507.13	10,248	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	8	D	\$ 507.14	10,240	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	9	D	\$ 507.16	10,231	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	07/27/2007	S	3	D	\$ 507.17	10,228	I	By Limited Partnership I
Class B Common Stock ⁽¹⁾						1,194,309	D	

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

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(9-02)

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)	8. P Der Secr (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	07/27/2007		C	17,915	(2) (3)		Class A Common Stock	17,915
Class B Common Stock	\$ 0	07/27/2007		C	2,169	(2) (3)		Class A Common Stock	2,169
Class B Common Stock	\$ 0	07/27/2007		C	15,245	(2) (3)		Class A Common Stock	15,245
Class B Common Stock	\$ 0	07/27/2007		C	39,670	(2) (3)		Class A Common Stock	39,670

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	CEO, Chairman of Exec. Comm.	

Signatures

/s/Rumit Kanakia as Attorney-in-Fact for Eric E. Schmidt 07/31/2007

__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 issued upon conversion of one share of Class B Common Stock at election of reporting person.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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Related transactions effected by the Reporting Person on July 27, 2007 are reported on additional Forms 4 filed on July 31, 2007.

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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