Google Inc. Form 4 June 28, 2007

### FORM 4

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

OMB Number: 3235-0287

Expires: January 31, 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction 1(b).

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 \*

SCHMIDT ERIC E		Symbol Google Inc. [GOOG]					Issuer				
(Last)	<u> </u>						(Check all applicable)				
			(Month/Day/Year) 06/26/2007					_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)  CEO, Chairman of Exec. Comm.			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Secı	ırities Acq	uired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	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) (2)								15,246	I	By Limited Partnership II	
Class A Common Stock (1) (2)	06/26/2007			S	3	D	\$ 531.7	9,610	I	By Limited Partnership I	
Class A Common Stock (1) (2)	06/26/2007			S	3	D	\$ 531.7	9,607	I	By Limited Partnership I	

Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.7	9,604	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.68	9,601	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.67	9,598	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.66	9,595	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.64	9,592	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.64	9,589	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.62	9,586	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.62	9,583	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.62	9,580	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.59	9,577	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.59	9,574	I	By Limited Partnership I
	06/26/2007	S	3	D		9,571	I	

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Class A Common Stock (1) (2)					\$ 531.58			By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.58	9,568	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.58	9,565	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.57	9,562	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.57	9,559	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.57	9,556	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.56	9,553	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.56	9,550	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.45	9,547	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.42	9,544	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.4	9,541	I	By Limited Partnership I
	06/26/2007	S	3	D		9,538	I	

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Class A Common Stock (1) (2)					\$ 531.39			By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.39	9,535	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.32	9,532	I	By Limited Partnership I
Class A Common Stock (1) (2)	06/26/2007	S	3	D	\$ 531.32	9,529	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.

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(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	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date	Expiration	Title	Number	
					Exercisable l		le Date		of	
				Code V	(A) (D)				Shares	
				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