Google Inc. Form 4 June 29, 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 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 Issuer Symbol Google Inc. [GOOG] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_\_X\_\_ Director X\_\_ 10% Owner X\_ Officer (give title \_ Other (specify 06/27/2007 below) CEO, Chairman of Exec. Comm. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount Price Class A By Limited Common 06/27/2007 S 61 1,115 I Partnership Stock (1) (2) Class A By Limited Common 06/27/2007 S 52 D 1.063 Ι Partnership Stock (1) H (2) Class A By Limited Common 61 06/27/2007 S D \$ 526.3 1,002 I Partnership Stock (1) (2)

**OMB APPROVAL** 

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

Class A Common Stock (1) (2)	06/27/2007	S	41	D	\$ 526.32	961	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	40	D	\$ 526.33	921	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	41	D	\$ 526.35	880	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	102	D	\$ 526.37	778	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	142	D	\$ 526.39	636	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	143	D	\$ 526.4	493	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	8	D	\$ 526.45	485	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	40	D	\$ 526.48	445	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	80	D	\$ 526.5	365	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	80	D	\$ 526.56	285	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	40	D	\$ 526.57	245	I	By Limited Partnership II
	06/27/2007	S	41	D		204	I	

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Class A Common Stock (1) (2)					\$ 526.69			By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	40	D	\$ 527.05	164	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	6	D	\$ 527.08	158	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	41	D	\$ 527.19	117	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	35	D	\$ 527.46	82	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	41	D	\$ 527.48	41	I	By Limited Partnership II
Class A Common Stock (1) (2)	06/27/2007	S	41	D	\$ 527.63	0	I	By Limited Partnership II
Class A Common Stock (1) (2)						8,255	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.

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SEC 1474

(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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5.	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(i.i.dia. Dayi Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/) e		Underlying Securities (Instr. 3 and 4	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amour or Number of Shares	er	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 6	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
06/29/2007

\*\*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 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. 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.

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