Google Inc. Form 4/A August 01, 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**

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per 0.5

response...

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rosenberg Jonathan J	2. Issuer Name <b>and</b> Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY	(Month/Day/Year) 05/02/2007	Director 10% Owner _X_ Officer (give title Other (specify below)  VP Prod. Mgmt.			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year) 06/26/2007	Applicable Line) _X_ Form filed by One Reporting Person			
MOUNTAIN VIEW, CA 94043		Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owner
( - ')	(	\ I/	I anie I - Non-Herivative Securities Acquired Thenosed of or Reneticially Liwned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if		nAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
				( A )			Reported		
				or		Transaction(s)			
			Code V	Amount		Price	(Instr. 3 and 4)		
Class A									
Common	05/02/2007		G	2,000	D	\$0	26,000	D	
Stock				,		, -	-,		
Stock									
Class A									
Common	05/02/2007		G	2,000	A	\$0	2,250	I	By Trust
Stock	02/02/2007		J	2,000		ΨΟ	2,200	•	Dy 11ast
Stock									
Class A									
Common							270	I	By Trust 2
							210	•	Dy 11ast 2
Stock									
Class A							270	I	By Trust 3
							<b>-</b>	-	2, 11450
Common									

05/31/2007	G	2,000	D	\$ 0	24,000	D	
05/31/2007	G	2,000	A	\$ 0	4,250	I	By Trust
06/22/2007	G	2,000	D	\$ 0	22,000	D (2)	
06/22/2007	G	2,000	A	\$ 0	6,250	I	By Trust
					20,000	D	
07/27/2007	G	2,000	D	\$ 0	20,000	D	
07/27/2007	G	2,000	A	\$ 0	8,250	I	By Trust
	05/31/2007 06/22/2007 06/22/2007	05/31/2007 G 06/22/2007 G 07/27/2007 G	05/31/2007 G 2,000 06/22/2007 G 2,000 06/22/2007 G 2,000	05/31/2007	05/31/2007	05/31/2007 G 2,000 A \$0 4,250  06/22/2007 G 2,000 D \$0 22,000  06/22/2007 G 2,000 A \$0 6,250  20,000  07/27/2007 G 2,000 D \$0 20,000	05/31/2007 G 2,000 A \$0 4,250 I  06/22/2007 G 2,000 D \$0 22,000 D \( \frac{1}{2} \)  06/22/2007 G 2,000 A \$0 6,250 I  07/27/2007 G 2,000 D \$0 20,000 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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	etion 8)	5. aNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)
			Code	v	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

(9-02)

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### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

VP Prod. Mgmt.

## **Signatures**

Rumit Kanakia as Attorney-in-Fact for Jonathan J. Rosenberg

08/01/2007

\*\*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).
  - The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date
- anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (2) Previously incorrectly reported as a transaction involving shares held indirect by Trust

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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