

Google Inc.
Form 4
February 23, 2007

FORM 4

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

OMB APPROVAL

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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 *
Kordestani Omid

(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)
02/21/2007

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)
SVP, World Wide Sales/Oper.

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock ⁽¹⁾	02/21/2007		C		12,000 A \$ 0 12,000	D	
Class A Common Stock	02/21/2007		G		12,000 D \$ 0 0	D	
Class A Common Stock	02/21/2007		G		12,000 A \$ 0 407,148	I	By Trust I
Class A Common	02/21/2007		S		400 D \$ 406,748 477.22	I	By Trust I

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Stock

Class A Common Stock	02/21/2007	S	400	D	\$ 468.59	406,348	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 476.39	406,048	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 475.41	405,748	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 474.6	405,448	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 474.32	405,148	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 471.59	404,848	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 471	404,548	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 470.3	404,248	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 469.72	403,948	I	By Trust I
Class A Common Stock	02/21/2007	S	205	D	\$ 475.61	403,743	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 478.21	403,543	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 477.15	403,343	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 476.7	403,143	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 476.15	402,943	I	By Trust I

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Class A Common Stock	02/21/2007	S	200	D	\$ 475.8	402,743	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 475.23	402,543	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 475.17	402,343	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.45	402,143	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.38	401,943	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.18	401,743	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.17	401,543	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.01	401,343	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 473.62	401,143	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 472.62	400,943	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 470.52	400,743	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 477.22	400,543	I	By Trust I

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)

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