

Google Inc.  
Form 4  
January 31, 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 \*  
SCHMIDT ERIC E

(Last) (First) (Middle)  
  
  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Google Inc. [GOOG]

3. Date of Earliest Transaction (Month/Day/Year)  
01/29/2007

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)
				(A) or (D)	Amount or Price		
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>					15,246	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>					10,425	I	By Limited Partnership I
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>	01/29/2007		S	123	D	\$ 495.63	39,730 I By Trust

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Class A Common Stock <u>(1)</u>	01/29/2007	S	123	D	\$ 495.62	39,607	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	184	D	\$ 495.6	39,423	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	61	D	\$ 495.59	39,362	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	307	D	\$ 495.58	39,055	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	123	D	\$ 495.57	38,932	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	184	D	\$ 495.56	38,748	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	184	D	\$ 495.55	38,564	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	184	D	\$ 495.54	38,380	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	123	D	\$ 495.53	38,257	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	676	D	\$ 495.5	37,581	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	614	D	\$ 495.49	36,967	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	184	D	\$ 495.51	36,783	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	61	D	\$ 495.48	36,722	I	By Trust
Class A Common Stock <u>(1)</u>	01/29/2007	S	61	D	\$ 495.47	36,661	I	By Trust
Class A Common	01/29/2007	S	369	D	\$ 495.46	36,292	I	By Trust

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Stock <sup>(1)</sup>								
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	184	D	\$ 495.44	36,108	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	430	D	\$ 495.42	35,678	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	61	D	\$ 495.41	35,617	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	123	D	\$ 495.4	35,494	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	61	D	\$ 495.39	35,433	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	184	D	\$ 495.38	35,249	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	123	D	\$ 495.36	35,126	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	61	D	\$ 495.34	35,065	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	123	D	\$ 495.33	34,942	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	184	D	\$ 495.32	34,758	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	430	D	\$ 495.31	34,328	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/29/2007	S	61	D	\$ 495.3	34,267	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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