Google Inc. Form 4 May 29, 2007

### FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

5. Relationship of Reporting Person(s) to

Estimated average burden hours per

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 0.5

Form 4 or 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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SCHMIDT ERIC E			Symbol Google Inc. [		01 114	g	Issuer			
(Last)	(First)	(Middle) 3	B. Date of Earlie Month/Day/Yea 05/24/2007	st Transaction	on		(Check all applicable)  _X_ Director			
	(Street)		. If Amendmen Filed(Month/Day/	_		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)	Table I - N	on-Derivati	ve Seci	ırities Acq	uired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dany (Month/Day/	ate, if Transa Code	ctior(A) or I (Instr. 3	Dispose , 4 and (A) or		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)	05/24/2007		S	41	D	\$ 474.36	5,969	I	By Limited Partnership II	
Class A Common Stock (1) (2)	05/24/2007		S	41	D	\$ 474.3	5,928	I	By Limited Partnership II	
Class A Common Stock (1) (2)	05/24/2007		S	41	D	\$ 474.22	5,887	I	By Limited Partnership II	

Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 474.19	5,846	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 474.14	5,805	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 474.11	5,764	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 474.06	5,723	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 474	5,682	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.98	5,641	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.9	5,600	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.89	5,559	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.89	5,518	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.87	5,477	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.82	5,436	I	By Limited Partnership II
	05/24/2007	S	41	D		5,395	I	

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Class A Common Stock (1) (2)					\$ 473.82			By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.81	5,354	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.75	5,313	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.62	5,272	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.59	5,231	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.56	5,190	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.53	5,149	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.52	5,108	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.5	5,067	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.48	5,026	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.47	4,985	I	By Limited Partnership II
	05/24/2007	S	41	D		4,944	I	

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Class A Common Stock (1) (2)					\$ 473.44			By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.36	4,903	I	By Limited Partnership II
Class A Common Stock (1) (2)	05/24/2007	S	41	D	\$ 473.35	4,862	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)

> 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 Exerci	isable and	7. Tit	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	te	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Unde	rlying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr	3 and 4)		(
	Security				Acquired						1
					(A) or						I
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						<b>.</b>	<b>.</b>		or		
							Expiration	Title	Number		
						Exercisable	Date		of		
				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/Alan Ku as Attorney-in-Fact for Eric E. Schmidt

05/29/2007

\*\*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 May 24, 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