

Kordestani Omid
Form 4
February 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
02/01/2008

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)	(A) or (D)	5. Amount or Price	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	02/01/2008		S	100	D	\$ 518.76	387,698	I	By Trust I
Class A Common Stock	02/01/2008		S	100	D	\$ 519.17	387,598	I	By Trust I
Class A Common Stock	02/01/2008		S	100	D	\$ 519.99	387,498	I	By Trust I
Class A Common	02/01/2008		S	300	D	\$ 520.15	387,198	I	By Trust I

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Stock									
Class A Common Stock	02/01/2008	S	200	D	\$ 520.51	386,998	I	By Trust I	
Class A Common Stock	02/01/2008	S	100	D	\$ 520.69	386,898	I	By Trust I	
Class A Common Stock	02/01/2008	S	26	D	\$ 521.86	386,872	I	By Trust I	
Class A Common Stock	02/01/2008	S	100	D	\$ 521.96	386,772	I	By Trust I	
Class A Common Stock	02/01/2008	S	74	D	\$ 522.91	386,698	I	By Trust I	
Class A Common Stock	02/01/2008	S	100	D	\$ 523.16	386,598	I	By Trust I	
Class A Common Stock	02/01/2008	S	100	D	\$ 523.28	386,498	I	By Trust I	
Class A Common Stock	02/01/2008	S	200	D	\$ 523.4	386,298	I	By Trust I	
Class A Common Stock	02/01/2008	S	90	D	\$ 523.65	386,208	I	By Trust I	
Class A Common Stock	02/01/2008	S	200	D	\$ 523.7	386,008	I	By Trust I	
Class A Common Stock	02/01/2008	S	110	D	\$ 523.71	385,898	I	By Trust I	
Class A Common Stock	02/01/2008	S	100	D	\$ 523.73	385,798	I	By Trust I	
Class A Common Stock	02/01/2008	S	200	D	\$ 523.74	385,598	I	By Trust I	
Class A Common Stock	02/01/2008	S	100	D	\$ 524.12	385,498	I	By Trust I	

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Class A Common Stock	02/01/2008	S	200	D	\$ 524.14	385,298	I	By Trust I
Class A Common Stock	02/01/2008	S	100	D	\$ 524.44	385,198	I	By Trust I
Class A Common Stock	02/01/2008	S	100	D	\$ 525.06	385,098	I	By Trust I
Class A Common Stock	02/01/2008	S	100	D	\$ 525.29	384,998	I	By Trust I
Class A Common Stock	02/01/2008	S	100	D	\$ 526	384,898	I	By Trust I
Class A Common Stock	02/01/2008	S	100	D	\$ 526.41	384,798	I	By Trust I
Class A Common Stock	02/01/2008	S	100	D	\$ 527.03	384,698	I	By Trust I
Class A Common Stock	02/01/2008	S	100	D	\$ 527.36	384,598	I	By Trust I
Class A Common Stock	02/01/2008	S	200	D	\$ 527.49	384,398	I	By Trust I

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.

SEC 1474
(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
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									Amount or Number of Shares
					Date Exercisable	Expiration Date	Title		
Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP, World Wide Sales/Oper.		

Signatures

/s/ Rumit Kanakia, attorney-in-fact for Omid Kordestani	02/04/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).

Remarks:

Form 4 Filing 1 of 2 (continuation report): Related transactions effected by the Reporting Person on February 1, 2008 are reported.

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.