

Google Inc.
Form 4
May 08, 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 *
Rosenberg Jonathan J

(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)
05/04/2007

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)
VP Prod. Mgmt.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Google Stock Unit (1) | | | | (A) | 20,000 | D | |
| Class A Common Stock | | | | (A) | 28,000 | D | |
| Class A Common Stock | | | | (A) | 250 | I | By Trust 1 |
| Class A Common Stock | | | | (A) | 270 | I | By Trust 2 |

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| | | | | | | | | | |
|----------------------------|------------|---|-----|---|--------------|-----|--|---|------------|
| Stock | | | | | | | | | |
| Class A Common Stock | | | | | | 270 | | I | By Trust 3 |
| Class A Common Stock | 05/04/2007 | M | 314 | A | \$ 0 | 564 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 32 | D | \$ 473.31 | 532 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 31 | D | \$ 472.96 | 501 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 31 | D | \$ 472.74 | 470 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 32 | D | \$ 472.44 | 438 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 31 | D | \$ 472.34 | 407 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 32 | D | \$ 472.09 | 375 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 31 | D | \$ 471.76 | 344 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 32 | D | \$ 471.18 | 312 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 31 | D | \$ 470.09 | 281 | | I | By Trust 1 |
| Class A Common Stock | 05/04/2007 | S | 31 | D | \$ 468.75 | 250 | | I | By Trust 1 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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applicable vesting dates.

- (2) 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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