#### Edgar Filing: Google Inc. - Form 4

Google Inc. Form 4 May 29, 20	07							OMB	APPROVAL
FORM	VI 4 UNITED ST	ATES SECI	URITIES	AND EX	хсн	ANGE C	OMMISSION		AFFNOVAL
			ashingto					Number:	3235-0287
Check t if no lor	nger		NCECD	A DENIE	FICI			Expires:	January 31, 2005
subject Section Form 4 Form 5	16. or		SECU	RITIES	5		NERSHIP OF e Act of 1934,	Estimated burden ho response	d average ours per
obligati may con <i>See</i> Inst 1(b).	ntinue. Section 17(a) o		Utility Ho	olding Co	ompa	ny Act of	1935 or Sectio	n	
(Print or Type	e Responses)								
1. Name and SCHMIDT	Address of Reporting Pers	Symbo			or Trad	ding	5. Relationship of Issuer	f Reporting P	erson(s) to
		C	le Inc. [G	_			(Chec	ck all applical	ble)
(Last)	(First) (Midc	(Month	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2007				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Dther (specify below) CEO, Chairman of Exec. Comm.		
	(Street)		mendment, l Aonth/Day/Ye	-	nal		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person	One Reporting	Person
(City)	(State) (Zip	) Ta	able I - Non	-Derivativ	ve Secu	urities Acq	uired, Disposed of	f, or Benefic	ially Owned
1.Title of Security (Instr. 3)	any	ecution Date, if	Code ) (Instr. 8)	4. Secur or(A) or D (Instr. 3)	A and (A) or	d of (D)	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)							15,246	I	By Limited Partnership II
Class A Common Stock (1) (2)							10,425	I	By Limited Partnership I
Class A Common Stock (1)	05/24/2007		S	106	D	\$ 477.5	34,101	I	By Trust

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Class A Common Stock (1)	05/24/2007	S	159	D	\$ 477.5	33,942	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477.5	33,889	I	By Trust
Class A Common Stock (1)	05/24/2007	S	13	D	\$ 477.49	33,876	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 477.49	33,770	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477.48	33,717	I	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 477.48	33,611	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	53	D	\$ 477.48	33,558	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477.47	33,505	I	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 477.46	33,399	I	By Trust
Class A Common Stock (1)	05/24/2007	S	56	D	\$ 477.46	33,343	I	By Trust
Class A Common Stock (1)	05/24/2007	S	40	D	\$ 477.45	33,303	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477.45	33,250	I	By Trust
Class A Common Stock (1)	05/24/2007	S	26	D	\$ 477.45	33,224	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	26	D	\$ 477.45	33,198	Ι	By Trust
Class A Common	05/24/2007	S	53	D	\$ 477.44	33,145	Ι	By Trust

Stock (1)

Class A Common Stock (1)	05/24/2007	S	106	D	\$ 477.44	33,039	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477.42	32,986	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	54	D	\$ 477.42	32,932	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	52	D	\$ 477.42	32,880	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 477.42	32,774	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477.37	32,721	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	21	D	\$ 477.37	32,700	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	85	D	\$ 477.37	32,615	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477.29	32,562	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477.29	32,509	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	264	D	\$ 477	32,245	Ι	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 477	32,192	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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# 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
I O	Director	10% Owner	Officer	Other		
SCHMIDT ERIC E						
	Х	Х	CEO, Chairman of Exec. Comm.			
SCHMIDT ERIC E	Х	Х	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 the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) 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.

#### **Remarks:**

Form 4 Filing -continuation report: Related transactions effected by the Reporting Person on May 24, 2007 are reported on ad \*\*\*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.