Google Inc. Form 4 May 29, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

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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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHMIDT ERIC E			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]				ding	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)		3. Date of Earliest Transaction (Month/Day/Year) 05/24/2007					(Check all applicable) _X_ Director			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					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)	Tab	ole I - Non-	Derivativ	e Seci	urities Acq	uired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	(Instr. 3,	oispose , 4 and (A) or	ed 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	13	D	\$ 474.41	21,829	I	By Trust	

Class A								
Common Stock (1)	05/24/2007	S	106	D	\$ 474.4	21,723	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.39	21,670	I	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 474.39	21,564	I	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 474.36	21,458	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.35	21,405	I	By Trust
Class A Common Stock (1)	05/24/2007	S	21	D	\$ 474.35	21,384	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.31	21,331	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.31	21,278	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.31	21,225	I	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 474.3	21,119	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.3	21,066	I	By Trust
Class A Common Stock (1)	05/24/2007	S	21	D	\$ 474.28	21,045	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.28	20,992	I	By Trust
Class A Common Stock (1)	05/24/2007	S	32	D	\$ 474.28	20,960	I	By Trust
Class A Common	05/24/2007	S	21	D	\$ 474.25	20,939	I	By Trust

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Stock (1)								
Class A Common Stock (1)	05/24/2007	S	85	D	\$ 474.25	20,854	I	By Trust
Class A Common Stock (1)	05/24/2007	S	212	D	\$ 474.25	20,642	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.23	20,589	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.23	20,536	I	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 474.22	20,430	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.21	20,377	I	By Trust
Class A Common Stock (1)	05/24/2007	S	13	D	\$ 474.2	20,364	I	By Trust
Class A Common Stock (1)	05/24/2007	S	106	D	\$ 474.19	20,258	I	By Trust
Class A Common Stock (1)	05/24/2007	S	40	D	\$ 474.19	20,218	I	By Trust
Class A Common Stock (1)	05/24/2007	S	159	D	\$ 474.19	20,059	I	By Trust
Class A Common Stock (1)	05/24/2007	S	5	D	\$ 474.18	20,054	I	By Trust
Class A Common Stock (1)	05/24/2007	S	53	D	\$ 474.18	20,001	I	By Trust

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	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 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 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.

Reporting Owners 4