Google Inc. Form 4 July 23, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

1. Name and Address of Reporting Person * HENNESSY JOHN L

(Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction

(Month/Day/Year) 07/23/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner _ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 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)	07/23/2007		C	200	A	\$ 0	200	D	
Class A Common Stock (1)	07/23/2007		S	20	D	\$ 514.76	180	D	
Class A Common Stock (1)	07/23/2007		S	20	D	\$ 514.92	160	D	
Class A Common	07/23/2007		S	20	D	\$ 515.5	140	D	

Stock (1)								
Class A Common Stock (1)	07/23/2007	S	20	D	\$ 516.2	120	D	
Class A Common Stock (1)	07/23/2007	S	20	D	\$ 516.58	100	D	
Class A Common Stock (1)	07/23/2007	S	20	D	\$ 516.6	80	D	
Class A Common Stock (1)	07/23/2007	S	20	D	\$ 517.87	60	D	
Class A Common Stock (1)	07/23/2007	S	20	D	\$ 517.94	40	D	
Class A Common Stock (1)	07/23/2007	S	20	D	\$ 518.14	20	D	
Class A Common Stock (1)	07/23/2007	S	20	D	\$ 519.1	0	D	
Class A Common Stock						4,908	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)

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)	Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

De

(Ir

								of Shares
Option To Purchase Class B Common Stock	\$ 20	07/23/2007	М	200	(2)	04/28/2014	Class B Common Stock	200
Class B Common Stock	\$ 0	07/23/2007	М	200	(3)	<u>(4)</u>	Class A Common Stock	200
Class B Common Stock	\$ 0	07/23/2007	C	200	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	200

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X							

Signatures

/s/ Alan Ku, attorney-in-fact for John L. Hennessy 07/23/2007

**Signature of Reporting Person

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).

Date

- (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) The option vests and becomes exercisable as to 1/5th of the shares on March 18, 2005 and 1/60th of shares each month thereafter.
- (3) All shares are exercisable as of the transaction date.
- (4) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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.

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