Google Inc. Form 4 August 02, 2007

FORM 4

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

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January 31,

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * SCHMIDT ERIC E

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

Google Inc. [GOOG]

(Check all applicable)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY 3. Date of Earliest Transaction (Month/Day/Year)

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

07/31/2007

CEO, Chairman of Exec. Comm.

(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

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tak	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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C1 A			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock (1)	07/31/2007		S	212	D	\$ 510.42	41,299	I	By Trust
Class A Common Stock (1)	07/31/2007		S	265	D	\$ 510.65	41,034	I	By Trust
Class A Common Stock (1)	07/31/2007		S	192	D	\$ 511.02	40,842	I	By Trust
Class A Common	07/31/2007		S	20	D	\$ 511.04	40,822	I	By Trust

Stock (1)								
Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.05	40,610	I	By Trust
Class A Common Stock (1)	07/31/2007	S	53	D	\$ 511.07	40,557	I	By Trust
Class A Common Stock (1)	07/31/2007	S	159	D	\$ 511.34	40,398	I	By Trust
Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.46	40,186	I	By Trust
Class A Common Stock (1)	07/31/2007	S	40	D	\$ 511.47	40,146	I	By Trust
Class A Common Stock (1)	07/31/2007	S	106	D	\$ 511.48	40,040	I	By Trust
Class A Common Stock (1)	07/31/2007	S	583	D	\$ 511.49	39,457	I	By Trust
Class A Common Stock (1)	07/31/2007	S	159	D	\$ 511.52	39,298	I	By Trust
Class A Common Stock (1)	07/31/2007	S	53	D	\$ 511.53	39,245	I	By Trust
Class A Common Stock (1)	07/31/2007	S	106	D	\$ 511.6	39,139	I	By Trust
Class A Common Stock (1)	07/31/2007	S	106	D	\$ 511.61	39,033	I	By Trust
Class A Common Stock (1)	07/31/2007	S	106	D	\$ 511.68	38,927	I	By Trust
Class A Common Stock (1)	07/31/2007	S	264	D	\$ 511.72	38,663	I	By Trust
Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.79	38,451	I	By Trust

Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.8	38,239	I	By Trust
Class A Common Stock (1)	07/31/2007	S	264	D	\$ 511.81	37,975	I	By Trust
Class A Common Stock (1)	07/31/2007	S	159	D	\$ 511.87	37,816	I	By Trust
Class A Common Stock (1)	07/31/2007	S	66	D	\$ 511.88	37,750	I	By Trust
Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.93	37,538	I	By Trust
Class A Common Stock (1)	07/31/2007	S	53	D	\$ 511.94	37,485	I	By Trust
Class A Common Stock (1)	07/31/2007	S	53	D	\$ 511.95	37,432	I	By Trust
Class A Common Stock (1)	07/31/2007	S	477	D	\$ 511.99	36,955	I	By Trust
Class A Common Stock (1)	07/31/2007	S	265	D	\$ 512.1	36,690	I	By Trust
Class A Common Stock (1)						0	I	By Limited Partnership II
Class A Common Stock (1)						8,255	I	By Limited Partnership I

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)

8. Pri Deriv Secur

(9-02)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Secu Acqı (A) (osed))					(Ins
			Code V	4	4, an	d 5)	Date Exercisable	Expiration Date	Title	Amount or Number of	
Class B Common Stock	\$ 0						(3)	(2)	Class A Common Stock	Shares 6,451,352	
Class B Common Stock	\$ 0						(3)	(2)	Class A Common Stock	287,109	
Class B Common Stock	\$ 0						(3)	(2)	Class A Common Stock	2,017,635	

Reporting Owners

Reporting Owner Name / Address		Relat		
. 0	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	CEO, Chairman of Exec. Comm.	

Signatures

/s/Rumit Kanakia as Attorney-in-Fact for Eric E.
Schmidt 08/02/2007

**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 issued upon conversion of one share of Class B Common Stock at election of reporting person.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) All shares are exercisable as of the transaction date.

Remarks:

Related transactions effected by the Reporting Person on July 31, 2007 are reported on additional Forms 4 filed on August 1, 2

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.

Reporting Owners 4

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