

Kordestani Omid
Form 4
August 03, 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 *
Kordestani Omid

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

08/01/2007

SVP, World Wide Sales/Oper.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock ⁽⁴⁾ | 08/01/2007 | | C | 6,000 A \$ 0 | 6,000 | D | |
| Class A Common Stock ⁽⁴⁾ | 08/01/2007 | | G | V 6,000 D \$ 0 | 0 | D | |
| Class A Common Stock | 08/01/2007 | | G | V 6,000 A \$ 0 | 401,148 | I | By Trust I |
| Class A Common | 08/01/2007 | | S | 100 D \$ 509.19 | 401,048 | I | By Trust I |

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| Stock | | | | | | | | |
|----------------------------|------------|---|-----|---|--------------|---------|---|------------|
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 509.29 | 400,948 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 509.35 | 400,848 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 509.43 | 400,748 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 509.49 | 400,648 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 509.61 | 400,548 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 509.79 | 400,448 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 509.81 | 400,348 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 510 | 400,248 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 300 | D | \$ 510.04 | 399,948 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 400 | D | \$ 510.2 | 399,548 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 510.3 | 399,448 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 510.5 | 399,348 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 200 | D | \$ 510.64 | 399,148 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 200 | D | \$ 510.73 | 398,948 | I | By Trust I |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|--------------|---------|---|------------|
| Class A Common Stock | 08/01/2007 | S | 300 | D | \$ 510.77 | 398,648 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 510.81 | 398,548 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 510.88 | 398,448 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 400 | D | \$ 510.99 | 398,048 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 200 | D | \$ 511.2 | 397,848 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 400 | D | \$ 511.52 | 397,448 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 100 | D | \$ 511.64 | 397,348 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 300 | D | \$ 512.08 | 397,048 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 200 | D | \$ 512.47 | 396,848 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 400 | D | \$ 512.5 | 396,448 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 200 | D | \$ 512.8 | 396,248 | I | By Trust I |
| Class A Common Stock | 08/01/2007 | S | 9 | D | \$ 513.07 | 396,239 | I | By Trust I |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 | 08/01/2007 | | M | 6,000 | (2) | (1) | Class A Common Stock | 6,000 |
| Option To Purchase Class B Common Stock | \$ 0.3 | 08/01/2007 | | M | 6,000 | (3) | 05/06/2012 | Class B Common Stock | 6,000 |
| Class B Common Stock | \$ 0 | 08/01/2007 | | C | 6,000 | (2) | (1) | Class A Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP, World Wide Sales/Oper. | |

Signatures

/s/ Rumit Kanakia, attorney-in-fact for Omid Kordestani
 **Signature of Reporting Person
 Date: 08/03/2007

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) There is no expiration date for the Issuer's Class B Common Stock.
- (2) There is no exercisable date for the Issuer's Class B Common Stock.
- (3) Option vests and becomes exercisable as to 1/5th of the shares on May 3, 2003 and 1/60th of the shares each month thereafter.
- (4) Each share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at election of reporting person.

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Remarks:

Form 4 Filing 2 of 2 (continuation report): Related transactions effected by the Reporting Person on July 2, 2007 are reported

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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