Google Inc. Form 4 October 24, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

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

1(b).

Class A Common

Stock (4) Class A

Common

10/22/2007

10/22/2007

(Print or Type Responses)

See Instruction

1. Name and A	Address of Reporting Y JOHN L	Sym	ssuer Name <b>and</b> Ticker or Tradi ool gle Inc. [GOOG]	0	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (I	(Mor	te of Earliest Transaction hth/Day/Year) 2/2007		X Director Officer (give	10% title Othe	Owner or (specify	
AMPHITH	EATRE PARKW				below)	below)		
	(Street)		Amendment, Date Original (Month/Day/Year)		<ul><li>6. Individual or Jo</li><li>Applicable Line)</li><li>_X_ Form filed by O</li></ul>	•		
MOUNTA	IN VIEW, CA 94	043			Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Гable I - Non-Derivative Secu	rities Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date any (Month/Day/Yo	Code (Instr. 3, 4 and	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 (4)	10/22/2007		C 200 A	\$ 0	200	D		
Class A Common Stock (4)	10/22/2007		S 20 D	\$ 638.65	180	D		

S

S

20

20

D

\$

647.82

160

140

D

D

Stock (4)								
Class A Common Stock (4)	10/22/2007	S	20	D	\$ 648.12	120	D	
Class A Common Stock (4)	10/22/2007	S	20	D	\$ 648.57	100	D	
Class A Common Stock (4)	10/22/2007	S	20	D	\$ 648.96	80	D	
Class A Common Stock (4)	10/22/2007	S	20	D	\$ 649.75	60	D	
Class A Common Stock (4)	10/22/2007	S	20	D	\$ 650	40	D	
Class A Common Stock (4)	10/22/2007	S	20	D	\$ 651.76	20	D	
Class A Common Stock (4)	10/22/2007	S	20	D	\$ 652.58	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)

<ol> <li>Title of Derivative</li> </ol>	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number 6. Date Exercise Expiration Date			7. Title and Amount of Underlying Securities	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day	/Year)	(Instr. 3 and	4) 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	10/22/2007	M	200	<u>(1)</u>	04/28/2014	Class B Common Stock	200
Class B Common Stock	\$ 0	10/22/2007	M	200	<u>(3)</u>	(2)	Class A Common Stock	200
Class B Common Stock	\$ 0	10/22/2007	C	200	(3)	(2)	Class A Common Stock	200

# **Reporting Owners**

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

# **Signatures**

/s/ Rumit Kanakia, attorney-in-fact for John L. Hennessy

\*\*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) 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.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) All shares are exercisable as of the transaction date.
- (4) 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.

#### **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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