

Google Inc.  
Form 4/A  
March 01, 2012

**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 \*  
SCHMIDT ERIC E

(Last) (First) (Middle)

C/O GOOGLE INC., 1600  
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2012

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/24/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman of Board

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

**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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Class A Common Stock	02/23/2012		C		75,000	A	\$ 0	75,000	I	By Trust
Class A Common Stock	02/23/2012		S		730	D	\$ 600.7898	74,270	I	By Trust
Class A Common Stock	02/23/2012		S		3,212	D	\$ 601.7186	71,058	I	By Trust
Class A Common	02/23/2012		S		9,507	D	\$ 602.438	61,551	I	By Trust

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Stock									
Class A Common Stock	02/23/2012	S	5,369	D	\$ <u>603.54</u> (4)	56,182	I	By Trust	
Class A Common Stock	02/23/2012	S	6,258	D	\$ <u>604.52</u> (5)	49,924	I	By Trust	
Class A Common Stock	02/23/2012	S	22,188	D	\$ <u>605.61</u> (6)	27,736	I	By Trust	
Class A Common Stock	02/23/2012	S	27,020	D	\$ <u>606.38</u> (7)	716	I	By Trust	
Class A Common Stock	02/23/2012	S	716	D	\$ <u>607.43</u> (8)	0	I	By Trust	
Class A Common Stock	02/23/2012	C	19,500	A	\$ 0	19,500	I	By Limited Partnership II	
Class A Common Stock	02/23/2012	S	190	D	\$ <u>600.7898</u> (1)	19,310	I	By Limited Partnership II	
Class A Common Stock	02/23/2012	S	835	D	\$ <u>601.7186</u> (2)	18,475	I	By Limited Partnership II	
Class A Common Stock	02/23/2012	S	2,472	D	\$ <u>602.438</u> (3)	16,003	I	By Limited Partnership II	
Class A Common Stock	02/23/2012	S	1,396	D	\$ <u>603.54</u> (4)	14,607	I	By Limited Partnership II	
Class A Common Stock	02/23/2012	S	1,627	D	\$ <u>604.52</u> (5)	12,980	I	By Limited Partnership II	
Class A Common Stock	02/23/2012	S	5,769	D	\$ <u>605.61</u> (6)	7,211	I	By Limited Partnership II	
Class A Common Stock	02/23/2012	S	7,025	D	\$ <u>606.38</u> (7)	186	I	By Limited Partnership II	
Class A Common Stock	02/23/2012	S	186	D	\$ <u>607.43</u> (8)	0	I	By Limited Partnership II	

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Class A Common Stock		12,291	D	
Class A Common Stock		57,096	I	By Family Foundation
Google Stock Unit <sup>(11)</sup>		68,190	D	

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 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)	
					V	(A) (D)		Title	Amount or Number of Shares
Class B Common Stock	\$ 0	02/23/2012		C		75,000	<u>(9)</u> <u>(10)</u>	Class A Common Stock	75,000
Class B Common Stock	\$ 0	02/23/2012		C		19,500	<u>(9)</u> <u>(10)</u>	Class A Common Stock	19,500
Class B Common Stock	\$ 0						<u>(9)</u> <u>(10)</u>	Class A Common Stock	1,194,300
Class B Common Stock	\$ 0						<u>(9)</u> <u>(10)</u>	Class A Common Stock	274,092
Option To Purchase Class A Common Stock	\$ 612						<u>(12)</u> 02/02/2021	Class A Common Stock	181,840



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This Amendment is filed to correct the number of shares sold by the Reporting Person.

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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