Google Inc. Form 4 May 30, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5 Deletionship of Deporting Degrap(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

| 1. Name and Address of Reporting Person * SCHMIDT ERIC E | | Sym | ssuer Name and bol gle Inc. [GO | | or Trac | ling | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---|---|---|------------|------------------------------|--|--|--|---|--|
| (Last) | (First) | (Middle) 3. Da | 3. Date of Earliest Transaction (Month/Day/Year) 05/25/2007 | | | (Check all applicable) _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) CEO, Chairman of Exec. Comm. | | | | |
| | (Street) | (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 | | | |
| (City) | (State) | (Zip) | Table I - Non-l | Derivativ | e Secu | ırities Acq | uired, Disposed | of, or Benefic | ially Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, any (Month/Day/Yea | Code | (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) (2) | | | | | | | 15,245 | I | By Limited Partnership II | |
| Class A Common Stock (1) (2) | | | | | | | 10,424 | I | By Limited Partnership I | |
| Class A Common Stock (1) | 05/25/2007 | | S | 1 | D | \$ 483.33 | 41,510 | I | By Trust | |

| Class A Common Stock (1) | 05/25/2007 | S | 1 | D | \$ 483 | 41,509 | I | By Trust |
|--------------------------------|------------|---|---|---|--------------|--------|---|----------|
| Class A Common Stock (1) | 05/25/2007 | S | 1 | D | \$ 483 | 41,508 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 1 | D | \$ 478.34 | 41,507 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 2 | D | \$ 478.62 | 41,505 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 2 | D | \$ 478.62 | 41,503 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 3 | D | \$ 483.36 | 41,500 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 3 | D | \$ 483.33 | 41,497 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 3 | D | \$ 483 | 41,494 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 3 | D | \$ 482.99 | 41,491 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 3 | D | \$ 481.99 | 41,488 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 4 | D | \$ 483.44 | 41,484 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 4 | D | \$ 482.98 | 41,480 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 4 | D | \$ 482.58 | 41,476 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 5 | D | \$ 482.85 | 41,471 | I | By Trust |
| Class A Common | 05/25/2007 | S | 5 | D | \$ 482.71 | 41,466 | I | By Trust |

Edgar Filing: Google Inc. - Form 4

| Stock (1) | | | | | | | | |
|--------------------------------|------------|---|---|---|--------------|--------|---|----------|
| Class A Common Stock (1) | 05/25/2007 | S | 5 | D | \$ 482.65 | 41,461 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 5 | D | \$ 482.58 | 41,456 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 5 | D | \$ 481.25 | 41,451 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 5 | D | \$ 478.04 | 41,446 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 5 | D | \$ 478.04 | 41,441 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 5 | D | \$ 477.89 | 41,436 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 6 | D | \$ 480.58 | 41,430 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 7 | D | \$ 483.22 | 41,423 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 7 | D | \$ 482.8 | 41,416 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 8 | D | \$ 482.6 | 41,408 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 8 | D | \$ 482.5 | 41,400 | I | By Trust |
| Class A Common Stock (1) | 05/25/2007 | S | 8 | D | \$ 477.97 | 41,392 | I | By Trust |

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

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

SEC 1474

(9-02)

Edgar Filing: Google Inc. - Form 4

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 Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|----------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | onNumber | Expiration D | ate | Amour | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | | | |
| | | | | | | Date | Expiration | | or Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|------------------------------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| SCHMIDT ERIC E | | | | | | | |
| | X | X | CEO, Chairman of Exec. Comm. | | | | |

Signatures

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

05/30/2007

**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 was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock at the election of the reporting person.

Remarks:

Form 4 Filing -continuation report: Related transactions effected by the Reporting Person on May 24, 2007 are reported on adex**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.

Reporting Owners 4