Google Inc.
Form 4
May 30, 2007

FORM 4

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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	2. Issuer Name **and** Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	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) below) 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
(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 [(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		80	D	$ 478.72	29,245	I	By Trust

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Class A Common Stock [1]	05/25/2007		S	86	D	$ 478.62	29,159	I	By Trust
Class A Common Stock [1]	05/25/2007		S	87	D	$ 483.65	29,072	I	By Trust
Class A Common Stock [1]	05/25/2007		S	87	D	$ 477.93	28,985	I	By Trust
Class A Common Stock [1]	05/25/2007		S	88	D	$ 482.82	28,897	I	By Trust
Class A Common Stock [1]	05/25/2007		S	92	D	$ 482.25	28,805	I	By Trust
Class A Common Stock [1]	05/25/2007		S	92	D	$ 482	28,713	I	By Trust
Class A Common Stock [1]	05/25/2007		S	93	D	$ 481.84	28,620	I	By Trust
Class A Common Stock [1]	05/25/2007		S	94	D	$ 481.77	28,526	I	By Trust
Class A Common Stock [1]	05/25/2007		S	97	D	$ 477.82	28,429	I	By Trust
Class A Common Stock [1]	05/25/2007		S	99	D	$ 482.8	28,330	I	By Trust
Class A Common Stock [1]	05/25/2007		S	100	D	$ 482.71	28,230	I	By Trust
Class A Common Stock [1]	05/25/2007		S	103	D	$ 482.99	28,127	I	By Trust
Class A Common Stock [1]	05/25/2007		S	103	D	$ 477.89	28,024	I	By Trust
Class A Common Stock [1]	05/25/2007		S	106	D	$ 484.9	27,918	I	By Trust
Class A Common	05/25/2007		S	106	D	$ 484.75	27,812	I	By Trust

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Stock [(1)]									
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.54	27,706	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.5	27,600	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.42	27,494	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.4	27,388	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.35	27,282	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.35	27,176	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.34	27,070	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.24	26,964	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.16	26,858	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 484.13	26,752	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 483.98	26,646	I	By Trust
Class A Common Stock [(1)]	05/25/2007		S	106	D	$ 483.95	26,540	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.

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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
								Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)						

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 25, 2007 are reported on add
 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.
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