

Google Inc.
Form 4
September 05, 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 *
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)
08/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Chairman of Exec. Comm.

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Class A Common Stock ⁽¹⁾	08/31/2007		S		60 D \$ 515.7 970	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007		S		61 D \$ 515.73 909	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007		S		61 D \$ 515.74 848	I	By Limited Partnership II
Class A Common	08/31/2007		S		20 D \$ 515.81 828	I	By Limited Partnership

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Stock ⁽¹⁾								II
Class A Common Stock ⁽¹⁾	08/31/2007	S	81	D	\$ 515.83	747	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	60	D	\$ 515.89	687	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	61	D	\$ 515.93	626	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	20	D	\$ 515.95	606	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	60	D	\$ 515.96	546	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	20	D	\$ 515.99	526	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	202	D	\$ 516	324	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	61	D	\$ 516.03	263	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	41	D	\$ 516.04	222	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	17	D	\$ 516.07	205	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	3	D	\$ 516.08	202	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	61	D	\$ 516.13	141	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	41	D	\$ 516.18	100	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	40	D	\$ 516.2	60	I	By Limited Partnership II

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Class A Common Stock ⁽¹⁾	08/31/2007	S	20	D	\$ 516.22	40	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	20	D	\$ 516.35	20	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	08/31/2007	S	20	D	\$ 516.49	0	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾						8,255	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾						41,511	I	By Trust

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)	8. Pri Deriv Secur (Instr.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					<u>(3)</u>	<u>(2)</u>	Class A Common Stock	6,336,181
Class B Common Stock	\$ 0					<u>(3)</u>	<u>(2)</u>	Class A Common Stock	282,770
Class B Common Stock	\$ 0					<u>(3)</u>	<u>(2)</u>	Class A Common Stock	1,987,144

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	CEO, Chairman of Exec. Comm.	

Signatures

/s/Rumit Kanakia as Attorney-in-Fact for Eric E. Schmidt
 09/05/2007
 **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 issued upon conversion of one share of Class B Common Stock at election of reporting person.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) All shares are exercisable as of the transaction date.

Remarks:

Related transactions effected by the Reporting Person on August 31, 2007 are reported on additional Forms 4 filed on September 11, 2007.

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.