

SCHMIDT ERIC E
Form 4
October 31, 2007

FORM 4

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

OMB APPROVAL

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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)
10/30/2007

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock ⁽³⁾	10/30/2007		C		17,915	A	\$ 0	44,307	I	By Trust
Class A Common Stock ⁽³⁾	10/30/2007		G	V	17,915	D	\$ 0	26,392	I	By Trust
Class A Common Stock ⁽³⁾	10/30/2007		C		2,169	A	\$ 0	10,424	I	By Limited Partnership I
Class A Common	10/30/2007		C		15,245	A	\$ 0	15,245	I	By Limited Partnership

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Stock ⁽³⁾								II
Class A Common Stock ⁽³⁾	10/30/2007	C	39,670	A	\$ 0	66,062	I	By Trust
Class A Common Stock ⁽³⁾	10/30/2007	S	1	D	\$ 695.24	10,423	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	1	D	\$ 695.29	10,422	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	1	D	\$ 696.15	10,421	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	1	D	\$ 697.85	10,420	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 683.82	10,418	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 684.77	10,416	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 695.94	10,414	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 697.79	10,412	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 698.31	10,410	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 681.09	10,407	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 681.15	10,404	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 691.27	10,401	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.24	10,398	I	By Limited Partnership I

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Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.3	10,395	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.54	10,392	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.8	10,389	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.9	10,386	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.91	10,383	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.93	10,380	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.97	10,377	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.98	10,374	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 693.03	10,371	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 693.93	10,368	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 693.97	10,365	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 694.05	10,362	I	By Limited Partnership I

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)

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- (3) Each share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at election of reporting person.

Remarks:

Related transactions effected by the Reporting Person on October 26, 2007 are reported on additional Forms 4 filed on October 26, 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.

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