

Google Inc.
Form 4
March 30, 2007

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2007

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	(A) or (D)	Price			
Class A Common Stock ⁽¹⁾ ₍₂₎								15,246	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾ ₍₂₎								10,425	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾ ₍₂₎	03/28/2007		S		264	D	\$ 460.95	2,948	I	By Trust

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Class A Common Stock ⁽¹⁾	03/28/2007	S	106	D	\$ 460.93	2,842	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	106	D	\$ 460.9	2,736	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	53	D	\$ 460.89	2,683	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	53	D	\$ 460.88	2,630	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	106	D	\$ 460.85	2,524	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	106	D	\$ 460.83	2,418	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	106	D	\$ 460.78	2,312	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	106	D	\$ 460.76	2,206	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	212	D	\$ 460.66	1,994	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	53	D	\$ 460.56	1,941	I	By Trust
Class A Common Stock ⁽¹⁾	03/28/2007	S	100	D	\$ 460.43	1,841	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- Own- Follo- Repo- Trans- (Instr.
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/Alan Ku as Attorney-in-Fact for Eric E. Schmidt
 03/30/2007
 **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 March. 28, 2007 are reported on
 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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