SCHMIDT ERIC E

Form 4 May 01, 2007

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to

January 31, Expires: 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5

obligations

may continue.

Estimated average burden hours per response... 0.5

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 See Instruction

SECURITIES

1(b).

(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)		Day/Year)	Transactio	n		(Check all applicable) _X_ Director				
	(Street)		endment, l	Date Origin ear)	nal		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)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr. 8)	4. Securion(A) or D (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)	04/27/2007			S	61	D	\$ 480.7	13,261	I	By Limited Partnership II	
Class A Common Stock (1) (2)	04/27/2007			S	41	D	\$ 480.67	13,220	I	By Limited Partnership II	
Class A Common Stock (1) (2)	04/27/2007			S	20	D	\$ 480.66	13,200	I	By Limited Partnership II	

Class A Common Stock (1) (2)	04/27/2007	S	102	D	\$ 480.6	13,098	Ι	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	41	D	\$ 480.59	13,057	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	41	D	\$ 480.56	13,016	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	109	D	\$ 480.49	12,907	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	94	D	\$ 480.48	12,813	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	122	D	\$ 480.46	12,691	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	224	D	\$ 480.45	12,467	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	20	D	\$ 480.44	12,447	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	61	D	\$ 480.41	12,386	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	41	D	\$ 480.43	12,345	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	102	D	\$ 480.39	12,243	Ι	By Limited Partnership II
	04/27/2007	S	20	D		12,223	I	

Class A Common Stock (1) (2)					\$ 480.36			By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	58	D	\$ 480.35	12,165	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	110	D	\$ 480.34	12,055	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	69	D	\$ 480.32	11,986	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	102	D	\$ 480.31	11,884	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	61	D	\$ 480.3	11,823	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	81	D	\$ 480.29	11,742	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	102	D	\$ 480.28	11,640	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	41	D	\$ 480.27	11,599	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	52	D	\$ 480.26	11,547	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	81	D	\$ 480.24	11,466	I	By Limited Partnership II
	04/27/2007	S	142	D		11,324	I	

Class A Common Stock (1) (2)					\$ 480.23			By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	20	D	\$ 480.21	11,304	I	By Limited Partnership II
Class A Common Stock (1) (2)	04/27/2007	S	167	D	\$ 480.2	11,137	I	By Limited Partnership II
Class A Common Stock (1) (2)						8,255	I	By Limited Partnership I
Class A Common Stock (2)						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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	TP: 41	or		
						Exercisable	Date	Title	Number		
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 4

Director 10% Owner Officer Other

SCHMIDT ERIC E

X X CEO, Chairman of Exec. Comm.

Signatures

/s/Alan Ku as Attorney-in-Fact for Eric E. Schmidt

05/01/2007

**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 conversion of one share of Class B Common Stock at the election of the reporting person.
- (2) 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.

Remarks:

Form 4 Filing -continuation report: Related transactions effected by the Reporting Person on April 27, 2007 are reported on ac ***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.

Signatures 5