

Google Inc.
Form 4
February 23, 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 *
Kordestani Omid

(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)
02/21/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, World Wide Sales/Oper.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock ⁽¹⁾	02/21/2007		C	12,000 A \$ 0	12,000	D	
Class A Common Stock	02/21/2007		G	12,000 D \$ 0	0	D	
Class A Common Stock	02/21/2007		G	12,000 A \$ 0	407,148	I	By Trust I
Class A Common	02/21/2007		S	400 D \$ 477.22	406,748	I	By Trust I

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Stock

Class A Common Stock	02/21/2007	S	400	D	\$ 468.59	406,348	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 476.39	406,048	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 475.41	405,748	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 474.6	405,448	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 474.32	405,148	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 471.59	404,848	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 471	404,548	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 470.3	404,248	I	By Trust I
Class A Common Stock	02/21/2007	S	300	D	\$ 469.72	403,948	I	By Trust I
Class A Common Stock	02/21/2007	S	205	D	\$ 475.61	403,743	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 478.21	403,543	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 477.15	403,343	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 476.7	403,143	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 476.15	402,943	I	By Trust I

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Class A Common Stock	02/21/2007	S	200	D	\$ 475.8	402,743	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 475.23	402,543	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 475.17	402,343	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.45	402,143	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.38	401,943	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.18	401,743	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.17	401,543	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 474.01	401,343	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 473.62	401,143	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 472.62	400,943	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 470.52	400,743	I	By Trust I
Class A Common Stock	02/21/2007	S	200	D	\$ 477.22	400,543	I	By Trust 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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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Noted on
Option to purchase Class B Common Stock	\$ 0.3	02/21/2007		M			12,000	02/21/2007	05/06/2012 ⁽²⁾	Class B Common Stock	1
Class B Common Stock	\$ 0	02/21/2007		M		12,000		02/21/2007	⁽³⁾	Class A Common Stock	1
Class B Common Stock	\$ 0	02/21/2007		C			12,000	02/21/2007	⁽³⁾	Class A Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	SVP, World Wide Sales/Oper.

Signatures

Alan Ku, as Attorney-in-Fact for Omid
Kordestani

02/22/2007

____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) Option vests and becomes exercisable as to 1/5th of the shares on May 3, 2003 and 1/60th of the shares each month thereafter.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

Form 4 Filing 1 of 3 (continuation report): Related transactions effected by the Reporting Person on Feb. 21, 2007 are reported

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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