Google Inc. Form 4 August 02, 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

(Print or Type Responses)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

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 (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	, 11 /		
C/O GOOG			(Month/Day/Year) 07/31/2007	_X_ Director _X_ 10% Owner _X_ Officer (give titleOther (specify below) CEO, Chairman of Exec. Comm.		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MOUNTAI	N VIEW, CA	A 94043	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(C:tv)	(Stata)	(7in)				

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	irities Acq	uired, Disposed	of, or Benefic	ally 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. Securi on(A) or D (Instr. 3,	ispose	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)	07/31/2007		S	212	D	\$ 510.42	41,299	I	By Trust
Class A Common Stock (1)	07/31/2007		S	265	D	\$ 510.65	41,034	I	By Trust
Class A Common Stock (1)	07/31/2007		S	192	D	\$ 511.02	40,842	I	By Trust
Class A Common	07/31/2007		S	20	D	\$ 511.04	40,822	I	By Trust

Stock (1)								
Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.05	40,610	I	By Trust
Class A Common Stock (1)	07/31/2007	S	53	D	\$ 511.07	40,557	I	By Trust
Class A Common Stock (1)	07/31/2007	S	159	D	\$ 511.34	40,398	I	By Trust
Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.46	40,186	I	By Trust
Class A Common Stock (1)	07/31/2007	S	40	D	\$ 511.47	40,146	I	By Trust
Class A Common Stock (1)	07/31/2007	S	106	D	\$ 511.48	40,040	I	By Trust
Class A Common Stock (1)	07/31/2007	S	583	D	\$ 511.49	39,457	I	By Trust
Class A Common Stock (1)	07/31/2007	S	159	D	\$ 511.52	39,298	I	By Trust
Class A Common Stock (1)	07/31/2007	S	53	D	\$ 511.53	39,245	I	By Trust
Class A Common Stock (1)	07/31/2007	S	106	D	\$ 511.6	39,139	I	By Trust
Class A Common Stock (1)	07/31/2007	S	106	D	\$ 511.61	39,033	I	By Trust
Class A Common Stock (1)	07/31/2007	S	106	D	\$ 511.68	38,927	I	By Trust
Class A Common Stock (1)	07/31/2007	S	264	D	\$ 511.72	38,663	I	By Trust
Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.79	38,451	I	By Trust

Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.8	38,239	I	By Trust
Class A Common Stock (1)	07/31/2007	S	264	D	\$ 511.81	37,975	I	By Trust
Class A Common Stock (1)	07/31/2007	S	159	D	\$ 511.87	37,816	I	By Trust
Class A Common Stock (1)	07/31/2007	S	66	D	\$ 511.88	37,750	I	By Trust
Class A Common Stock (1)	07/31/2007	S	212	D	\$ 511.93	37,538	I	By Trust
Class A Common Stock (1)	07/31/2007	S	53	D	\$ 511.94	37,485	I	By Trust
Class A Common Stock (1)	07/31/2007	S	53	D	\$ 511.95	37,432	I	By Trust
Class A Common Stock (1)	07/31/2007	S	477	D	\$ 511.99	36,955	I	By Trust
Class A Common Stock (1)	07/31/2007	S	265	D	\$ 512.1	36,690	I	By Trust
Class A Common Stock (1)						0	I	By Limited Partnership II
Class A Common Stock (1)						8,255	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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)

8. Pri Deriv Secur

(9-02)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Secu Acqı (A) (osed))					(Ins
			Code V	4	4, an	d 5)	Date Exercisable	Expiration Date	Title	Amount or Number of	
Class B Common Stock	\$ 0						(3)	(2)	Class A Common Stock	Shares 6,451,352	
Class B Common Stock	\$ 0						(3)	(2)	Class A Common Stock	287,109	
Class B Common Stock	\$ 0						(3)	(2)	Class A Common Stock	2,017,635	

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 0	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 08/02/2007

**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 July 31, 2007 are reported on additional Forms 4 filed on August 1, 2

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.

Reporting Owners 4

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