Google Inc. Form SC 13G February 14, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Google Inc. (Name of Issuer)

Class A Common Stock (Title of Class of Securities)

38259P508 (CUSIP Number)

December 31, 2004
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[]	Rule 13d-1(b)
[X]	Rule 13d-1(c)
[]	Rule 13d-1(d

*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 17

CUSIP NO. 38	259P508		13G	Page 2 of 17 Pages	
1.		REPORTING PERSON S. IDENTIFICATION N	O. OF ABOVE PERSON		
		ited Partnership			
2.	CHECK TH	E APPROPRIATE BOX	,	OUP (a) ý (b) o	
3.	SEC USE O	NLY			
4.		IIP OR PLACE OF ORG	ANIZATION		
	UMBER OF	5.	SOLE VOTING POWE	ER	
BEN	SHARES NEFICIALLY WNED BY	6.	0 SHARED VOTING PO	WER	
Ri	EACH EPORTING		34 shares of Class A C	ommon Stock	
	PERSON WITH		26,508 Call Options (ex Stock)	xercisable for 2,650,800 shares of	Class A Common
		7.	SOLE DISPOSITIVE P	POWER	
		8.	SHARED DISPOSITIV See Row 6 above.	YE POWER	
		BENEFICIALLY OW	NED BY EACH REPORTII	NG PERSON	
10. CHECK		GGREGATE AMOUNT	IN ROW (9) EXCLUDES		
	AIN SHARES INT OF CLASS RE	EPRESENTED BY AMO	OUNT IN ROW (9)		0
				s of Class A Common Stock issued	d and outstanding

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON **PN; HC**

Page 2 of 17

CUSIP NO. 38259P508	13G	Page 3 of 17 Pages

NAME OF REPORTING PERSON 1. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Investment Group, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2.

> (a) (b)

- SEC USE ONLY 3.
- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

NUMBER OF SOLE VOTING POWER

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY

EACH 34 shares of Class A Common Stock

REPORTING **PERSON**

26,508 Call Options (exercisable for 2,650,800 shares of Class A Common WITH

Stock)

7. SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER 8.

See Row 6 above.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON

OO; HC

Page 3 of 17

CUSIP NO. 38259P508		13G	Page 4 of 17 Pages
	E OF REPORTING PERSON R I.R.S. IDENTIFICATION N	NO. OF ABOVE PERSON	
	th Griffin		
2. CHEC	K THE APPROPRIATE BOX	(a)	ý
3. SEC U	SE ONLY	(b)	0
4. CITIZ U.S. C	ENSHIP OR PLACE OF ORC	GANIZATION	
NUMBER OF	5.	SOLE VOTING POWER	
SHARES BENEFICIALL OWNED BY	Y 6.	0 SHARED VOTING POWER	
EACH REPORTING		34 shares of Class A Commo	on Stock
PERSON WITH		26,508 Call Options (exercis Stock)	able for 2,650,800 shares of Class A Common
	7.	SOLE DISPOSITIVE POWE	R
	8.	SHARED DISPOSITIVE PO See Row 6 above.	WER
	OUNT BENEFICIALLY OW	NED BY EACH REPORTING PI	ERSON
See Row 6 above. 10. CHECK BOX IF TI	HE AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON

CERTAIN SHARES

IN; HC

Page 4 of 17

CUSIP NO. 38259P508		13G	Page 5 of 17 Pages	
1. NAM	E OF REPORTING PERSON			
S.S. 0	R I.R.S. IDENTIFICATION N	IO. OF ABOVE PERSON		
Citad	el Wellington LLC			
2. CHE	CK THE APPROPRIATE BOX	IF A MEMBER OF A GROUP		
		(a)	ý	
		(b)	o	
3. SEC	JSE ONLY			
4. CITIZ	ENSHIP OR PLACE OF ORG	SANIZATION		
	vare limited liability company			
NUMBER OF		SOLE VOTING POWER		
SHARES	3.	0		
BENEFICIALI	Υ 6.	SHARED VOTING POWER		
OWNED BY	0.	SIMIKED VOTINGTOWER		
EACH		34 shares of Class A Commo	n Stook	
REPORTING		54 shares of Class A Commic	JII Stock	
PERSON		26,508 Call Options (exercis	able for 2.650.800 shares of	Class A Commo
WITH		Stock)	able 101 2,020,000 shares of	Class 11 Commo
	7.	SOLE DISPOSITIVE POWE	R	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.

8.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

See Row 6 above.

SHARED DISPOSITIVE POWER

12. TYPE OF REPORTING PERSON **OO; HC**

Page 5 of 17

CUSIP NO. 38259P508	13G	Page 6 of 17 Pages	l

NAME OF REPORTING PERSON 1. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Kensington Global Strategies Fund Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2.

> (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda company

NUMBER OF 5. SOLE VOTING POWER

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY **EACH**

34 shares of Class A Common Stock REPORTING

PERSON 26,508 Call Options (exercisable for 2,650,800 shares of Class A Common WITH

Stock)

7. SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER 8.

See Row 6 above.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

TYPE OF REPORTING PERSON 12.

CO; HC

Page 6 of 17

CUSIP NO. 3	38259P508		13G	Page 7 of 17 Pages
1.		OF REPORTING PERSON		
	S.S. OF	R I.R.S. IDENTIFICATION N	IO. OF ABOVE PERSON	
		Equity Fund Ltd.		
2.	CHECH	X THE APPROPRIATE BOX	IF A MEMBER OF A GROUP (a)	ý
3.	SEC 11	SE ONLY	(b)	o
3.	SEC U	SE ONLY		
4.		ENSHIP OR PLACE OF ORC n Islands company	SANIZATION	
1	NUMBER OF	5.	SOLE VOTING POWER	
DI	SHARES		0	
	ENEFICIALLY OWNED BY	6.	SHARED VOTING POWER	
	EACH		34 shares of Class A Comm	on Stock
]	REPORTING			
	PERSON WITH		26,508 Call Options (exerci Stock)	sable for 2,650,800 shares of Class A Common
		7.	SOLE DISPOSITIVE POWE	ER
		8.	SHARED DISPOSITIVE PO	OWER
9. AGGI	REGATE AMO	OUNT BENEFICIALLY OW	See Row 6 above. NED BY EACH REPORTING P	ERSON
See R	ow 6 above.			
		E AGGREGATE AMOUNT	IN ROW (9) EXCLUDES	
	CAIN SHARES CENT OF CLAS	SS REPRESENTED BY AMO	OUNT IN ROW (9)	0

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON

CO

Page 7 of 17

CUSIP NO. 38259P508	13G	Page 8 of 17 Pages	

NAME OF REPORTING PERSON 1. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Credit Products Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2.

> (a) (b)

SEC USE ONLY 3.

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands company

NUMBER OF 5. SOLE VOTING POWER

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY EACH

34 shares of Class A Common Stock REPORTING

PERSON

26,508 Call Options (exercisable for 2,650,800 shares of Class A Common WITH

Stock)

7. SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER 8.

See Row 6 above.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON

CO; HC

Page 8 of 17

CUSIP NO. 38259P5	508		13G	Page 9 of 17 Pages
		OF REPORTING PERSON		
;	S.S. OF	R I.R.S. IDENTIFICATION	NO. OF ABOVE PERSON	
		Credit Trading Ltd.		
2.	CHECI	X THE APPROPRIATE BO	X IF A MEMBER OF A GROUP	
			(a)	ý
3.	SEC U	SE ONLY	(b)	0
4.	CITIZE	ENSHIP OR PLACE OF OR	GANIZATION	
		n Islands company	10/11/12/11/01/	
NUMBE	•	5.	SOLE VOTING POWER	
SHAR			0	
BENEFIC		6.	SHARED VOTING POWER	
OWNEI EAC				
REPOR'			34 shares of Class A Comm	on Stock
PERS			26 508 Call Options (avarai	sable for 2,650,800 shares of Class A Common
WIT			Stock)	sable for 2,030,000 shares of class A common
		7.	SOLE DISPOSITIVE POWE	ER
			0	
		8.	SHARED DISPOSITIVE PO	OWER
9. AGGREGAT	EAMO	MINT DENIECIALLV OV	See Row 6 above. WNED BY EACH REPORTING P	EDSON
See Row 6 ab		JUNI BENEFICIALLI OV	WINED BY EACH REPORTING!	EKSON
		E AGGREGATE AMOUN	T IN ROW (9) EXCLUDES	
CERTAIN SH				0
11. PERCENT O	F CLAS	SS REPRESENTED BY AN	MOUNT IN ROW (9)	
		4 6D 1 34 3004	A 1 FR 0FR 100 1 0 C	New A. Commercial Control and Association

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON

CO

Page 9 of 17

Page 10 of 17 Pages

13G

			·		
1.	NAME OF REPORTI	NG PERSON			
1.			NO. OF ABOVE PERSON		
	Citadel Derivatives (Group LLC			
2.	CHECK THE APPRO	PRIATE BOX	K IF A MEMBER OF A GROUP		
			(a)	ý	
			(b)	O	
3.	SEC USE ONLY				
4.	CITIZENSHIP OR PI				
	Delaware limited lial	oility compan	y		
NU	JMBER OF	5.	SOLE VOTING POWER		
9	SHARES		0		
BEN	IEFICIALLY	6.	SHARED VOTING POWER		
O ₁	WNED BY				
	EACH		34 shares of Class A Common S	Stock	
RF	EPORTING		or shares of share to think the	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
J	PERSON		26,508 Call Options (exercisable	e for 2 650 800	charec
	WITH		Stock)	2,320,000	Silui CS
		7.	SOLE DISPOSITIVE POWER		
			DIDI ODIII		

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.

8.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

See Row 6 above.

SHARED DISPOSITIVE POWER

12. TYPE OF REPORTING PERSON **OO; BD**

CUSIP NO. 38259P508

Page 10 of 17

CUSIP NO. 38259P508 13G Page 11 of 17 Pages

Item 1(a) Name of Issuer: GOOGLE INC.

1(b) Address of Issuer s Principal Executive Offices:

1600 Amphitheatre Parkway Mountain View, CA 94043

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street

32nd Floor

Chicago, Illinois 60603

Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Page 11 of 17

CUSIP NO. 38259P508	13G	Page 12 of 17 Pages
CUSIP NO. 38239P308	13G	Page 12 of 17 Pages

Citadel Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Bermuda company

Citadel Equity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Credit Trading Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Credit Products Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Page 12 of 17

CUSIP NO. 38259P508 13G Page 13 of 17 Pages

Citadel Derivatives Group LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Title of Class of Securities: 2(d) Common Stock, par value \$0.001 per share **CUSIP** Number: 38259P508 2(e) Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a: (a) [__] Broker or dealer registered under Section 15 of the Exchange Act; [__] Bank as defined in Section 3(a)(6) of the Exchange Act; (b) [__] Insurance company as defined in Section 3(a)(19) of the Exchange Act; (c) Investment company registered under Section 8 of the Investment Company Act; (d) [__] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E); (e) [__] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F); (f) [__] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G); [__] (g) (h) [__] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act; A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of (i) [__] the Investment Company Act;

Page 13 of 17

(j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J). If this statement is filed pursuant to Rule 13d-1(c), check this box. ý Item 4 Ownership:	
Item 4 Ownership:	
CITADEL LIMITED PARTNERSHIP CITADEL INVESTMENT GROUP, L.L.C. KENNETH GRIFFIN CITADEL WELLINGTON LLC CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD. CITADEL EQUITY FUND LTD. CITADEL CREDIT TRADING LTD. CITADEL CREDIT PRODUCTS LTD. CITADEL DERIVATIVES GROUP LLC	
(a) Amount beneficially owned:	
34 shares of Class A Common Stock	
26,508 Call Options (exercisable for 2,650,800 shares of Class A Common Stock)	
(b) Percent of Class:	
Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as o 2004).	of October 31
(c) Number of shares as to which such person has:	
(i) sole power to vote or to direct the vote:	
0	
(ii) shared power to vote or to direct the vote:	
See Item 4(a) above.	
(iii) sole power to dispose or to direct the disposition of:	
0	
(iv) shared power to dispose or to direct the disposition of:	

Page 14 of 17

CUSIP NO. 38259P508	13G	Page 15 of 17 Pages
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Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: \acute{V}

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent

Holding Company:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

This Schedule 13G/A is being filed solely to make certain corrective changes to the Reporting Persons party to the Schedule 13G/A filed on February 9, 2005, reflecting internal organization changes made within the reporting group on or prior to December 31, 2004.

Page 15 of 17

^{*} Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

CUSIP NO. 38259P508	13G	Page 16 of 17 Pages
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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 14th day of February, 2005

KENNETH GRIFFIN

By:

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, attorney-in-fact*

CITADEL LIMITED PARTNERSHIP

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

CITADEL INVESTMENT GROUP, L.L.C.

/s/ Matthew B. Hinerfeld Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

CITADEL CREDIT PRODUCTS LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

Page 16 of 17

CUSIP NO. 38259P508 13G Page 17 of 17 Pages

CITADEL WELLINGTON PARTNERS LLC

By: Citadel Limited Partnership, its Managing Member

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

CITADEL CREDIT TRADING LTD.

By: Citadel Limited Partnership, its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership, its Portfolio Manager

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

CITADEL DERIVATIVES GROUP LLC

By: Citadel Limited Partnership, its Managing Member

2 2

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

Page 17 of 17