#### Edgar Filing: Google Inc. - Form 4

Google Inc Form 4 January 31, <b>FORN</b> Check to if no lot subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	2007 <b>A UNITED</b> this box nger to 16. or Filed pu Section 17	MENT O rsuant to ( (a) of the	W٤ F CHA! Section Public U	ashington NGES II SECU 16(a) of t Jtility Ho	n, D.C. 2 N BENE RITIES the Secut	20549 FICI	AL OWI Exchang	COMMISSION NERSHIP OF e Act of 1934, E 1935 or Sectio 40	OMB Number: Expires: Estimated burden ho response	ours per
(Print or Type	e Responses)									
1. Name and SCHMIDT (Last)		YPerson <u>*</u> (Middle)	Symbol Google 3. Date o	er Name <b>a</b> e Inc. [G of Earliest Day/Year) 2007	OOG]		ling	X Director X Officer (give below)	ck all applical	ble) 0% Owner ther (specify
	(Street)			nendment, l onth/Day/Ye	-	nal		6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M Person	One Reporting	Person
(City)	(State)	(Zip)	Tał	ble I - Non	-Derivativ	ve Secu	ırities Acq	uired, Disposed o	f, or Benefic	ally 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. Secur or(A) or D (Instr. 3,	A 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)								15,246	Ι	By Limited Partnership II
Class A Common Stock (1) (2)								10,425	I	By Limited Partnership I
Class A Common Stock (1)	01/29/2007			S	61	D	\$ 493.33	20,392	Ι	By Trust

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Class A Common Stock (1)	01/29/2007	S	61	D	\$ 493.22	20,331	I	By Trust
Class A Common Stock (1)	01/29/2007	S	123	D	\$ 493.18	20,208	I	By Trust
Class A Common Stock (1)	01/29/2007	S	61	D	\$ 493.15	20,147	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	184	D	\$ 493.03	19,963	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	123	D	\$ 492.91	19,840	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	61	D	\$ 492.87	19,779	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	123	D	\$ 492.83	19,656	I	By Trust
Class A Common Stock (1)	01/29/2007	S	123	D	\$ 492.78	19,533	I	By Trust
Class A Common Stock (1)	01/29/2007	S	61	D	\$ 492.79	19,472	I	By Trust
Class A Common Stock (1)	01/29/2007	S	553	D	\$ 492.68	18,919	I	By Trust
Class A Common Stock (1)	01/29/2007	S	123	D	\$ 492.63	18,796	I	By Trust
Class A Common Stock (1)	01/29/2007	S	61	D	\$ 492.56	18,735	I	By Trust
Class A Common Stock (1)	01/29/2007	S	61	D	\$ 492.37	18,674	I	By Trust
Class A Common Stock (1)	01/29/2007	S	123	D	\$ 492.31	18,551	I	By Trust
Class A Common	01/29/2007	S	123	D	\$ 492.25	18,428	Ι	By Trust

Stock (1)

Class A Common Stock (1)	01/29/2007	S	61	D	\$ 492.14	18,367	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	491	D	\$ 492.05	17,876	I	By Trust
Class A Common Stock (1)	01/29/2007	S	123	D	\$ 492.1	17,753	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	369	D	\$ 492.11	17,384	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	123	D	\$ 492.13	17,261	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	1,290	D	\$ 492.03	15,971	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	61	D	\$ 492.02	15,910	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	10	D	\$ 492.01	15,900	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	553	D	\$ 492	15,347	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	246	D	\$ 491.99	15,101	Ι	By Trust
Class A Common Stock (1)	01/29/2007	S	246	D	\$ 491.98	14,855	I	By Trust
Class A Common Stock (1)	01/29/2007	S	369	D	\$ 491.97	14,486	Ι	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.

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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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Unde Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne 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					
I B	Director	10% Owner	Officer	Other		
SCHMIDT ERIC E						
	Х	Х	CEO, Chairman of Exec. Comm.			

## Signatures

/s/Alan Ku as Attorney-in-Fact for Eric E. Schmidt	01/31/2007	
**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 Jan. 29, 2007 are reported on add \*\*\*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.