

SCHMIDT ERIC E
Form 4
October 31, 2007

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(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)
10/30/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Chairman of Exec. Comm.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock ⁽³⁾	10/30/2007		C		17,915	A	\$ 0	44,307	I	By Trust
Class A Common Stock ⁽³⁾	10/30/2007		G	V	17,915	D	\$ 0	26,392	I	By Trust
Class A Common Stock ⁽³⁾	10/30/2007		C		2,169	A	\$ 0	10,424	I	By Limited Partnership I
Class A Common	10/30/2007		C		15,245	A	\$ 0	15,245	I	By Limited Partnership

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Stock ⁽³⁾								II
Class A Common Stock ⁽³⁾	10/30/2007	C	39,670	A	\$ 0	66,062	I	By Trust
Class A Common Stock ⁽³⁾	10/30/2007	S	1	D	\$ 695.24	10,423	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	1	D	\$ 695.29	10,422	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	1	D	\$ 696.15	10,421	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	1	D	\$ 697.85	10,420	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 683.82	10,418	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 684.77	10,416	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 695.94	10,414	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 697.79	10,412	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	2	D	\$ 698.31	10,410	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 681.09	10,407	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 681.15	10,404	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 691.27	10,401	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.24	10,398	I	By Limited Partnership I

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Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.3	10,395	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.54	10,392	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.8	10,389	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.9	10,386	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.91	10,383	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.93	10,380	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.97	10,377	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 692.98	10,374	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 693.03	10,371	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 693.93	10,368	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 693.97	10,365	I	By Limited Partnership I
Class A Common Stock ⁽³⁾	10/30/2007	S	3	D	\$ 694.05	10,362	I	By Limited Partnership I

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)

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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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	10/30/2007		C	17,915	(2) (1)		Class A Common Stock	17,915
Class B Common Stock	\$ 0	10/30/2007		C	2,169	(2) (1)		Class A Common Stock	2,169
Class B Common Stock	\$ 0	10/30/2007		C	15,245	(2) (1)		Class A Common Stock	15,245
Class B Common Stock	\$ 0	10/30/2007		C	39,670	(2) (1)		Class A Common Stock	39,670
Class B Common Stock	\$ 0					(2) (1)		Class A Common Stock	1,194,309

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

10/31/2007

**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) There is no expiration date for the Issuer's Class B Common Stock.

(2) All shares are exercisable as of the transaction date.

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- (3) Each share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at election of reporting person.

Remarks:

Related transactions effected by the Reporting Person on October 26, 2007 are reported on additional Forms 4 filed on October 26, 2007.

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.

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