

Google Inc.
Form 4
February 24, 2011

FORM 4

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

OMB APPROVAL

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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)
02/22/2011

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 the Board

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 ⁽¹⁾	02/22/2011		C		25,000 A \$ 0	25,000	I By Trust
Class A Common Stock ⁽¹⁾	02/22/2011		S		1,627 D \$ 608.5218	23,373	I By Trust
Class A Common Stock ⁽¹⁾	02/22/2011		S		2,469 D \$ 609.6386	20,904	I By Trust
Class A Common	02/22/2011		S		643 D \$ 610.3899	20,261	I By Trust

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Stock ⁽¹⁾					⁽⁴⁾				
Class A Common Stock ⁽¹⁾	02/22/2011	S	2,535	D	\$ 611.4487	17,726	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	2,708	D	\$ 612.5209	15,018	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	1,234	D	\$ 613.3419	13,784	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	719	D	\$ 614.4012	13,065	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	393	D	\$ 616.31 ⁽⁹⁾	12,672	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	1,341	D	\$ 617.733 ⁽¹⁰⁾	11,331	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	1,857	D	\$ 618.4216	9,474	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	2,046	D	\$ 619.6102	7,428	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	2,771	D	\$ 620.4891	4,657	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	1,122	D	\$ 621.5231	3,535	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	1,734	D	\$ 622.5509	1,801	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	1,296	D	\$ 623.4005	505	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	S	505	D	\$ 624.2552	0	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2011	C	13,167	A	\$ 0	13,167	I	By Limited Partnership II	

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Class A Common Stock <u>(1)</u>	02/22/2011	S	857	D	\$ 608.5218 <u>(2)</u>	12,310	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	1,300	D	\$ 609.6386 <u>(3)</u>	11,010	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	339	D	\$ 610.3899 <u>(4)</u>	10,671	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	1,335	D	\$ 611.4487 <u>(5)</u>	9,336	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	1,426	D	\$ 612.5209 <u>(6)</u>	7,910	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	650	D	\$ 613.3419 <u>(7)</u>	7,260	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	379	D	\$ 614.4012 <u>(8)</u>	6,881	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	207	D	\$ 616.31 <u>(9)</u>	6,674	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	706	D	\$ 617.733 <u>(10)</u>	5,968	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2011	S	978	D	\$ 618.4216 <u>(11)</u>	4,990	I	By Limited Partnership II
Google Stock Unit <u>(18)</u>						90,920	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	02/22/2011	C	25,000					(19)	(20)	Class A Common Stock	25,000
Class B Common Stock	\$ 0	02/22/2011	C	13,167					(19)	(20)	Class A Common Stock	13,167
Class B Common Stock	\$ 0								(19)	(20)	Class A Common Stock	1,194,300
Class B Common Stock	\$ 0								(19)	(20)	Class A Common Stock	274,092
Option To Purchase Class A Common Stock	\$ 612								(21)	02/02/2021	Class A Common Stock	181,840

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			CEO, Chairman of the Board

Signatures

/s/Patty Chang as Attorney-in-Fact for Eric E. Schmidt 02/24/2011

__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)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$608.01 to \$609.00, inclusive. The reporting person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (17) to this form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$609.01 to \$610.00, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$610.01 to \$611.00, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$611.01 to \$612.00, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$612.01 to \$613.00, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$613.01 to \$614.00, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$614.01 to \$615.00, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$616.01 to \$617.00, inclusive.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$617.01 to \$618.00, inclusive.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$618.01 to \$619.00, inclusive.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$619.01 to \$620.00, inclusive.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$620.01 to \$621.00, inclusive.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$621.01 to \$622.00, inclusive.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$622.01 to \$623.00, inclusive.

(16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$623.01 to \$624.00, inclusive.

(17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$624.01 to \$625.00, inclusive.

(18) The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

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

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

(21) The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This form is one of two Form 4s filed on February 24, 2011 for transactions effected by the Reporting Person on February 22,

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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