### SCHMIDT ERIC E

Form 4

February 27, 2007

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

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

response... 0.5

Estimated average

burden hours per

See Instruction 1(b).

(Print or Type Responses)

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			
(Last)	(First)	(	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2007			(Check all applicable)  _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below)  CEO, Chairman of Exec. Comm.					
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Seci	ırities Acq	uired, Disposed	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 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)								15,245	I	By Limited Partnership II	
Class A Common Stock (1) (2)								10,424	I	By Limited Partnership I	
Class A Common Stock (1)	02/23/2007			S	53	D	\$ 475.32	36,663	I	By Trust	

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Class A Common Stock (1)	02/23/2007	S	846	D	\$ 475.25	35,817	I	By Trust
Class A Common Stock (1)	02/23/2007	S	428	D	\$ 475.24	35,389	I	By Trust
Class A Common Stock (1)	02/23/2007	S	58	D	\$ 475.21	35,331	I	By Trust
Class A Common Stock (1)	02/23/2007	S	582	D	\$ 475.1	34,749	I	By Trust
Class A Common Stock (1)	02/23/2007	S	53	D	\$ 474.86	34,696	I	By Trust
Class A Common Stock (1)	02/23/2007	S	212	D	\$ 475.01	34,484	I	By Trust
Class A Common Stock (1)	02/23/2007	S	48	D	\$ 475.02	34,436	I	By Trust
Class A Common Stock (1)	02/23/2007	S	53	D	\$ 474.85	34,383	I	By Trust
Class A Common Stock (1)	02/23/2007	S	106	D	\$ 474.83	34,277	I	By Trust
Class A Common Stock (1)	02/23/2007	S	159	D	\$ 474.79	34,118	I	By Trust
Class A Common Stock (1)	02/23/2007	S	159	D	\$ 474.8	33,959	I	By Trust
Class A Common Stock (1)	02/23/2007	S	212	D	\$ 474.78	33,747	I	By Trust
Class A Common Stock (1)	02/23/2007	S	106	D	\$ 474.76	33,641	I	By Trust
Class A Common Stock (1)	02/23/2007	S	317	D	\$ 474.73	33,324	I	By Trust
Class A Common	02/23/2007	S	159	D	\$ 474.66	33,165	I	By Trust

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Stock (1)								
Class A Common Stock (1)	02/23/2007	S	159	D	\$ 474.57	33,006	I	By Trust
Class A Common Stock (1)	02/23/2007	S	106	D	\$ 474.51	32,900	I	By Trust
Class A Common Stock (1)	02/23/2007	S	26	D	\$ 474.08	32,874	I	By Trust
Class A Common Stock (1)	02/23/2007	S	264	D	\$ 473.49	32,610	I	By Trust
Class A Common Stock (1)	02/23/2007	S	185	D	\$ 473.42	32,425	I	By Trust
Class A Common Stock (1)	02/23/2007	S	106	D	\$ 473.21	32,319	I	By Trust
Class A Common Stock (1)	02/23/2007	S	106	D	\$ 473.17	32,213	I	By Trust
Class A Common Stock (1)	02/23/2007	S	159	D	\$ 472.49	32,054	I	By Trust
Class A Common Stock (1)	02/23/2007	S	106	D	\$ 472.45	31,948	I	By Trust
Class A Common Stock (1)	02/23/2007	S	16	D	\$ 472.24	31,932	I	By Trust
Class A Common Stock (1)	02/23/2007	S	159	D	\$ 472.2	31,773	I	By Trust
Class A Common Stock (1)	02/23/2007	S	37	D	\$ 472.12	31,736	I	By Trust

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

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(9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. onNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month Day/Tear)	(Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/ e		Underly Securitic (Instr. 3	ring es	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
SCHMIDT ERIC E							
	X	X	CEO, Chairman of Exec. Comm.				

## **Signatures**

/s/Alan Ku as Attorney-in-Fact for Eric E. Schmidt

02/27/2007

\*\*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 Feb. 23, 2007 are reported on additional 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.

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