Google Inc. Form 4 July 31, 2007

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Form 5

obligations

(Print or Type Responses)

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

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction (Month/Day/Year)

07/27/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ 10% Owner _X_ Director _X__ Officer (give title __ Other (specify below)

CEO, Chairman of Exec. Comm.

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MOUNTAIN VIEW, CA 94043

AMPHITHEATRE PARKWAY

C/O GOOGLE INC., 1600

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock (1)	07/27/2007		S	106	D	\$ 507.31	37,279	I	By Trust
Class A Common Stock (1)	07/27/2007		S	106	D	\$ 507.32	37,173	I	By Trust
Class A Common Stock (1)	07/27/2007		S	82	D	\$ 507.33	37,091	I	By Trust
Class A Common	07/27/2007		S	318	D	\$ 507.34	36,773	I	By Trust

Stock (1)								
Class A Common Stock (1)	07/27/2007	S	318	D	\$ 507.35	36,455	I	By Trust
Class A Common Stock (1)	07/27/2007	S	53	D	\$ 507.36	36,402	I	By Trust
Class A Common Stock (1)	07/27/2007	S	106	D	\$ 507.37	36,296	I	By Trust
Class A Common Stock (1)	07/27/2007	S	178	D	\$ 507.38	36,118	I	By Trust
Class A Common Stock (1)	07/27/2007	S	106	D	\$ 507.4	36,012	I	By Trust
Class A Common Stock (1)	07/27/2007	S	53	D	\$ 507.41	35,959	I	By Trust
Class A Common Stock (1)	07/27/2007	S	159	D	\$ 507.43	35,800	I	By Trust
Class A Common Stock (1)	07/27/2007	S	25	D	\$ 507.45	35,775	I	By Trust
Class A Common Stock (1)	07/27/2007	S	53	D	\$ 507.48	35,722	I	By Trust
Class A Common Stock (1)	07/27/2007	S	53	D	\$ 507.49	35,669	I	By Trust
Class A Common Stock (1)	07/27/2007	S	291	D	\$ 507.5	35,378	I	By Trust
Class A Common Stock (1)	07/27/2007	S	106	D	\$ 507.51	35,272	I	By Trust
Class A Common Stock (1)	07/27/2007	S	212	D	\$ 507.52	35,060	I	By Trust
Class A Common Stock (1)	07/27/2007	S	47	D	\$ 507.53	35,013	I	By Trust

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Class A Common Stock (1)	07/27/2007	S	318	D	\$ 507.54	34,695	I	By Trust
Class A Common Stock (1)	07/27/2007	S	159	D	\$ 507.55	34,536	I	By Trust
Class A Common Stock (1)	07/27/2007	S	212	D	\$ 507.6	34,324	I	By Trust
Class A Common Stock (1)	07/27/2007	S	106	D	\$ 507.61	34,218	I	By Trust
Class A Common Stock (1)	07/27/2007	S	298	D	\$ 507.62	33,920	I	By Trust
Class A Common Stock (1)	07/27/2007	S	53	D	\$ 507.64	33,867	I	By Trust
Class A Common Stock (1)	07/27/2007	S	53	D	\$ 507.66	33,814	I	By Trust
Class A Common Stock (1)	07/27/2007	S	106	D	\$ 507.68	33,708	I	By Trust
Class A Common Stock (1)	07/27/2007	S	132	D	\$ 507.72	33,576	I	By Trust
Class A Common Stock (1)	07/27/2007	S	74	D	\$ 507.75	33,502	I	By Trust
Class A Common Stock (1)	07/27/2007	S	53	D	\$ 507.76	33,449	I	By Trust
Class A Common Stock (1)	07/27/2007	S	212	D	\$ 507.79	33,237	I	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.

SEC 1474

(9-02)

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

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	Title	Number		
				C-J- V	(A) (D)				of		
				Coue v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 6	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
07/31/2007

**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 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 July 27, 2007 are reported on additional Forms 4 filed on July 31, 20

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.

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