Google Inc.
Form 4
August 02, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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	2. Issuer Name **and** Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer
(Last)　　(First)　　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2007	(Check all applicable) __X__ Director　　　__X__ 10% Owner __X__ Officer (give title _____ Other (specify below)　　　below) 　　　CEO, Chairman of Exec. Comm.
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY		
(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
MOUNTAIN VIEW, CA 94043		
(City)　　(State)　　(Zip)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock [(1)]	07/31/2007		S		106	D	$516.41	19,047	I	By Trust
Class A Common Stock [(1)]	07/31/2007		S		264	D	$516.42	18,783	I	By Trust
Class A Common Stock [(1)]	07/31/2007		S		106	D	$516.45	18,677	I	By Trust
Class A Common	07/31/2007		S		212	D	$516.46	18,465	I	By Trust

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Stock [1]

Class A Common Stock [1]	07/31/2007	S	53	D	$ 516.47	18,412	I	By Trust
Class A Common Stock [1]	07/31/2007	S	159	D	$ 516.48	18,253	I	By Trust
Class A Common Stock [1]	07/31/2007	S	105	D	$ 516.58	18,148	I	By Trust
Class A Common Stock [1]	07/31/2007	S	53	D	$ 516.59	18,095	I	By Trust
Class A Common Stock [1]	07/31/2007	S	212	D	$ 516.6	17,883	I	By Trust
Class A Common Stock [1]	07/31/2007	S	212	D	$ 516.65	17,671	I	By Trust
Class A Common Stock [1]	07/31/2007	S	105	D	$ 516.68	17,566	I	By Trust
Class A Common Stock [1]	07/31/2007	S	106	D	$ 516.69	17,460	I	By Trust
Class A Common Stock [1]	07/31/2007	S	212	D	$ 516.7	17,248	I	By Trust
Class A Common Stock [1]	07/31/2007	S	265	D	$ 516.72	16,983	I	By Trust
Class A Common Stock [1]	07/31/2007	S	106	D	$ 516.77	16,877	I	By Trust
Class A Common Stock [1]	07/31/2007	S	53	D	$ 516.78	16,824	I	By Trust
Class A Common Stock [1]	07/31/2007	S	53	D	$ 516.79	16,771	I	By Trust
Class A Common Stock [1]	07/31/2007	S	265	D	$ 516.8	16,506	I	By Trust

Class A Common Stock [(1)](#)	07/31/2007		S	264	D	$ 516.81	16,242	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	106	D	$ 516.83	16,136	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	688	D	$ 516.85	15,448	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	52	D	$ 516.86	15,396	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	212	D	$ 516.87	15,184	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	53	D	$ 516.88	15,131	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	106	D	$ 516.9	15,025	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	106	D	$ 516.91	14,919	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	187	D	$ 516.92	14,732	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	53	D	$ 516.94	14,679	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	53	D	$ 516.95	14,626	I	By Trust
Class A Common Stock [(1)](#)	07/31/2007		S	106	D	$ 516.96	14,520	I	By Trust

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

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. 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code V (A) (D)							

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	08/02/2007
**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 31, 2007 are reported on additional Forms 4 filed on August 2, 2

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.