

Google Inc.
Form 4
February 24, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
Class A Common Stock ⁽¹⁾	02/22/2011		S	1,078	D	\$ 619.6102 ⁽²⁾	3,912	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/22/2011		S	1,459	D	\$ 620.4891 ⁽³⁾	2,453	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/22/2011		S	591	D	\$ 621.5231 ⁽⁴⁾	1,862	I	By Limited Partnership II
Class A Common	02/22/2011		S	913	D	\$ 622.5509	949	I	By Limited Partnership

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Stock ⁽¹⁾					⁽⁵⁾			II
Class A Common Stock ⁽¹⁾	02/22/2011	S	683	D	\$ 623.4005 ⁽⁶⁾	266	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/22/2011	S	266	D	\$ 624.2552 ⁽⁷⁾	0	I	By Limited Partnership II
Class A Common Stock	02/22/2011	S	416	D	\$ 608.5218 ⁽⁸⁾	37,731	I	By Family Foundation
Class A Common Stock	02/22/2011	S	631	D	\$ 609.6386 ⁽⁹⁾	37,100	I	By Family Foundation
Class A Common Stock	02/22/2011	S	164	D	\$ 610.3899 ⁽¹⁰⁾	36,936	I	By Family Foundation
Class A Common Stock	02/22/2011	S	648	D	\$ 611.4487 ⁽¹¹⁾	36,288	I	By Family Foundation
Class A Common Stock	02/22/2011	S	692	D	\$ 612.5209 ⁽¹²⁾	35,596	I	By Family Foundation
Class A Common Stock	02/22/2011	S	316	D	\$ 613.3419 ⁽¹³⁾	35,280	I	By Family Foundation
Class A Common Stock	02/22/2011	S	184	D	\$ 614.4012 ⁽¹⁴⁾	35,096	I	By Family Foundation
Class A Common Stock	02/22/2011	S	100	D	\$ 616.31 ⁽¹⁵⁾	34,996	I	By Family Foundation
Class A Common Stock	02/22/2011	S	343	D	\$ 617.733 ⁽¹⁶⁾	34,653	I	By Family Foundation
Class A Common Stock	02/22/2011	S	475	D	\$ 618.4216 ⁽¹⁷⁾	34,178	I	By Family Foundation
Class A Common Stock	02/22/2011	S	523	D	\$ 619.6102 ⁽²⁾	33,655	I	By Family Foundation
Class A Common Stock	02/22/2011	S	708	D	\$ 620.4891 ⁽³⁾	32,947	I	By Family Foundation

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Class A Common Stock	02/22/2011	S	287	D	\$ 621.5231 (4)	32,660	I	By Family Foundation
Class A Common Stock	02/22/2011	S	443	D	\$ 622.5509 (5)	32,217	I	By Family Foundation
Class A Common Stock	02/22/2011	S	331	D	\$ 623.4005 (6)	31,886	I	By Family Foundation
Class A Common Stock	02/22/2011	S	129	D	\$ 624.2552 (7)	31,757	I	By Family Foundation

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

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SEC 1474
(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 (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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
						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		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) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) 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.
- (17) 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.

Remarks:

This form is two 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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