#### SCHMIDT ERIC E

Form 4

October 31, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

Google Inc. [GOOG]

10/30/2007

(Check all applicable)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY 3. Date of Earliest Transaction (Month/Day/Year)

\_X\_ Director \_X\_\_ Officer (give title

\_X\_\_ 10% Owner \_\_ Other (specify

(Middle)

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

**MOUNTAIN VIEW, CA 94043** 

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		ect Beneficial Ownership		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock (1)	10/30/2007		S	53	D	\$ 696.96	32,066	I	By Trust
Class A Common Stock (1)	10/30/2007		S	57	D	\$ 696.98	32,009	I	By Trust
Class A Common Stock (1)	10/30/2007		S	688	D	\$ 697	31,321	I	By Trust
Class A Common	10/30/2007		S	159	D	\$ 697.05	31,162	I	By Trust

## Edgar Filing: SCHMIDT ERIC E - Form 4

Stock (1)								
Class A Common Stock (1)	10/30/2007	S	106	D	\$ 697.08	31,056	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.1	31,003	I	By Trust
Class A Common Stock (1)	10/30/2007	S	159	D	\$ 697.15	30,844	I	By Trust
Class A Common Stock (1)	10/30/2007	S	265	D	\$ 697.17	30,579	I	By Trust
Class A Common Stock (1)	10/30/2007	S	106	D	\$ 697.18	30,473	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.19	30,420	I	By Trust
Class A Common Stock (1)	10/30/2007	S	318	D	\$ 697.21	30,102	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.22	30,049	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.24	29,996	I	By Trust
Class A Common Stock (1)	10/30/2007	S	265	D	\$ 697.27	29,731	I	By Trust
Class A Common Stock (1)	10/30/2007	S	106	D	\$ 697.38	29,625	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.39	29,572	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.4	29,519	I	By Trust
Class A Common Stock (1)	10/30/2007	S	106	D	\$ 697.44	29,413	I	By Trust

Edgar Filing: SCHMIDT ERIC E - Form 4

Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.47	29,360	I	By Trust
Class A Common Stock (1)	10/30/2007	S	265	D	\$ 697.49	29,095	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.51	29,042	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.6	28,989	I	By Trust
Class A Common Stock (1)	10/30/2007	S	159	D	\$ 697.61	28,830	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.62	28,777	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.64	28,724	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.66	28,671	I	By Trust
Class A Common Stock (1)	10/30/2007	S	106	D	\$ 697.69	28,565	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.7	28,512	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.72	28,459	I	By Trust
Class A Common Stock (1)	10/30/2007	S	53	D	\$ 697.76	28,406	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)

#### Edgar Filing: SCHMIDT ERIC E - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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 10/31/2007

\*\*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 October 30, 2007 are reported on additional Forms 4 filed on October

\*\*\*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.

Reporting Owners 4