

Google Inc.  
Form 4  
May 29, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
SCHMIDT ERIC E			Google Inc. [GOOG]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
			05/24/2007	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 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)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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 Ownership (Instr. 4)
			(A) or (D)	Code V Amount (D) Price			
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>					15,246	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>					10,425	I	By Limited Partnership I
Class A Common Stock <sup>(1)</sup> <sub>(2)</sub>	05/24/2007		S	106 D \$ 477.5	34,101	I	By Trust

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Class A Common Stock <u>(1)</u>	05/24/2007	S	159	D	\$ 477.5	33,942	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	53	D	\$ 477.5	33,889	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	13	D	\$ 477.49	33,876	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	106	D	\$ 477.49	33,770	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	53	D	\$ 477.48	33,717	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	106	D	\$ 477.48	33,611	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	53	D	\$ 477.48	33,558	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	53	D	\$ 477.47	33,505	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	106	D	\$ 477.46	33,399	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	56	D	\$ 477.46	33,343	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	40	D	\$ 477.45	33,303	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	53	D	\$ 477.45	33,250	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	26	D	\$ 477.45	33,224	I	By Trust
Class A Common Stock <u>(1)</u>	05/24/2007	S	26	D	\$ 477.45	33,198	I	By Trust
Class A Common	05/24/2007	S	53	D	\$ 477.44	33,145	I	By Trust

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Stock <sup>(1)</sup>								
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	106	D	\$ 477.44	33,039	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	53	D	\$ 477.42	32,986	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	54	D	\$ 477.42	32,932	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	52	D	\$ 477.42	32,880	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	106	D	\$ 477.42	32,774	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	53	D	\$ 477.37	32,721	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	21	D	\$ 477.37	32,700	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	85	D	\$ 477.37	32,615	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	53	D	\$ 477.29	32,562	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	53	D	\$ 477.29	32,509	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	264	D	\$ 477	32,245	I	By Trust
Class A Common Stock <sup>(1)</sup>	05/24/2007	S	53	D	\$ 477	32,192	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.**

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