Google Inc.
Form 4
February 20, 2007

FORM 4

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shriram Kavitark Ram

(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)
02/16/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	02/16/2007		C		150,000	A	$ 0	163,197	D	
Class A Common Stock (1)	02/16/2007		C		50,000	A	$ 0	50,000	I	By Limited Partnership
Class A Common Stock	02/16/2007		S		75	D	$ 469.87	163,122	D	
Class A Common	02/16/2007		S		2,850	D	$ 469.85	160,272	D	

Stock							
Class A Common Stock	02/16/2007	S	6,450	D	$ 469.75	153,822	D
Class A Common Stock	02/16/2007	S	5,625	D	$ 469.7	148,197	D
Class A Common Stock	02/16/2007	S	16,125	D	$ 469.5	132,072	D
Class A Common Stock	02/16/2007	S	12,450	D	$ 469.35	119,622	D
Class A Common Stock	02/16/2007	S	15,900	D	$ 469.25	103,722	D
Class A Common Stock	02/16/2007	S	3,225	D	$ 469.1	100,497	D
Class A Common Stock	02/16/2007	S	16,050	D	$ 469	84,447	D
Class A Common Stock	02/16/2007	S	4,350	D	$ 468	80,097	D
Class A Common Stock	02/16/2007	S	3,600	D	$ 466	76,497	D
Class A Common Stock	02/16/2007	S	5,250	D	$ 465.75	71,247	D
Class A Common Stock	02/16/2007	S	3,000	D	$ 465.6	68,247	D
Class A Common Stock	02/16/2007	S	13,425	D	$ 465.5	54,822	D
Class A Common Stock	02/16/2007	S	75	D	$ 465.26	54,747	D
Class A Common Stock	02/16/2007	S	5,925	D	$ 465.25	48,822	D

Class A Common Stock	02/16/2007	S	1,875	D	$ 465.15	46,947	D
Class A Common Stock	02/16/2007	S	4,125	D	$ 465.1	42,822	D
Class A Common Stock	02/16/2007	S	75	D	$ 465.05	42,747	D
Class A Common Stock	02/16/2007	S	248	D	$ 465.04	42,499	D
Class A Common Stock	02/16/2007	S	210	D	$ 465.03	42,289	D
Class A Common Stock	02/16/2007	S	75	D	$ 465.02	42,214	D
Class A Common Stock	02/16/2007	S	2,250	D	$ 465.01	39,964	D
Class A Common Stock	02/16/2007	S	12,142	D	$ 465	27,822	D
Class A Common Stock	02/16/2007	S	2,250	D	$ 464.8	25,572	D
Class A Common Stock	02/16/2007	S	6,375	D	$ 464.5	19,197	D
Class A Common Stock	02/16/2007	S	3,750	D	$ 463.5	15,447	D
Class A Common Stock	02/16/2007	S	146	D	$ 463.14	15,301	D

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	$ 0	02/16/2007		C			150,000	02/16/2007	(2)	Class A Common Stock	150,000
Class B Common Stock	$ 0	02/16/2007		C			50,000	02/16/2007	(2)	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shriram Kavitark Ram C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X			

Signatures

Alan Ku as Attorney-in-Fact for K. Ram Shriram	02/20/2007
**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 was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.

(2) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

Form 4 Filing 1 of 3 (continuation report): Related transactions effected by the Reporting Person on Feb. 16, 2007 are reporte

***All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Pers

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