Google Inc. Form 4 February 26, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Person

0.5

| HENNESSY JOHN L         |          |          | Symbol                          | Issuer  |  |  |
|-------------------------|----------|----------|---------------------------------|---|--|--|
|                         |          |          | Google Inc. [GOOG]              | (Check all applicable)                                  |  |  |
| (Last)                  | (First)  | (Middle) | 3. Date of Earliest Transaction |   |  |  |
|                         |          |          | (Month/Day/Year)                | X Director 10% Owner                                    |  |  |
| C/O GOOGLE INC., 1600   |          |          | 02/23/2007                      | Officer (give title Other (specify                      |  |  |
| AMPHITHEA               | ATRE PAR | KWAY     |                                 | below) below)   |  |  |
|                         | (Street) |          | 4. If Amendment, Date Original  | 6. Individual or Joint/Group Filing(Check               |  |  |
|                         |          |          | Filed(Month/Day/Year)           | Applicable Line) _X_ Form filed by One Reporting Person |  |  |
|                         |          |          |                                 |   |  |  |
| MOUNTAIN VIEW, CA 94043 |          |          |                                 | Form filed by More than One Reporting                   |  |  |

| (City)                               | (State)   | (Zip) Tabl | le I - Non-I   | Derivative | Secu | rities Acqu  | ired, Disposed of  | , or Beneficiall | y Owned   |
|--------------------------------------|---|------------|--|------------|------|--------------|--|------------------|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) |            | 3. 4. Securities Acquir<br>Transaction(A) or Disposed of<br>Code (Instr. 3, 4 and 5)<br>(Instr. 8) |            |      | d of (D)     | 5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) |                  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|                                      |   |            | Code V   | Amount     | or   | Price        | Transaction(s) (Instr. 3 and 4)  |                  |   |
| Class A<br>Common<br>Stock           | 02/23/2007(1)   |            | C  | 100        | A    | \$ 0         | 100  | D                |   |
| Class A<br>Common<br>Stock           | 02/23/2007  |            | S  | 10         | D    | \$<br>475.54 | 90   | D                |   |
| Class A<br>Common<br>Stock           | 02/23/2007  |            | S  | 10         | D    | \$ 474.5     | 80   | D                |   |
| Class A<br>Common                    | 02/23/2007  |            | S  | 10         | D    | \$<br>472.89 | 70   | D                |   |

| Stock                      |            |   |    |   |              |       |   |          |
|----------------------------|------------|---|----|---|--------------|-------|---|----------|
| Class A<br>Common<br>Stock | 02/23/2007 | S | 10 | D | \$<br>470.87 | 60    | D |          |
| Class A<br>Common<br>Stock | 02/23/2007 | S | 10 | D | \$<br>470.59 | 50    | D |          |
| Class A<br>Common<br>Stock | 02/23/2007 | S | 10 | D | \$<br>470.53 | 40    | D |          |
| Class A<br>Common<br>Stock | 02/23/2007 | S | 10 | D | \$ 470.2     | 30    | D |          |
| Class A<br>Common<br>Stock | 02/23/2007 | S | 10 | D | \$<br>469.83 | 20    | D |          |
| Class A<br>Common<br>Stock | 02/23/2007 | S | 10 | D | \$ 469.3     | 10    | D |          |
| Class A<br>Common<br>Stock | 02/23/2007 | S | 10 | D | \$<br>469.04 | 0     | D |          |
| Class A<br>Common<br>Stock |            |   |    |   |              | 7,058 | I | By Trust |

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

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SEC 1474

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.            | 5. Nur  | nber            | 6. Date Exercisab | le and                | 7. Title and A  | mount of |
|-------------|-------------|---------------------|--------------------|---------------|---------|-----------------|-------------------|-----------------------|-----------------|----------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactionof |         | Expiration Date |                   | Underlying Securities |                 |          |
| Security    | or Exercise |                     | any                | Code          | Deriva  |                 | (Month/Day/Year   | :)                    | (Instr. 3 and 4 | 1)       |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)    | Securi  |                 |                   |                       |                 |          |
|             | Derivative  |                     |                    |               | Acqui   |                 |                   |                       |                 |          |
|             | Security    |                     |                    |               | (A) or  |                 |                   |                       |                 |          |
|             |             |                     |                    |               | Dispos  | sed of          |                   |                       |                 |          |
|             |             |                     |                    |               | (D)     | 2 4             |                   |                       |                 |          |
|             |             |                     |                    |               | (Instr. |                 |                   |                       |                 |          |
|             |             |                     |                    |               | and 5)  |                 |                   |                       |                 |          |
|             |             |                     |                    | Code V        | (A)     | (D)             | Date Exercisable  | Expiration            | Title           | Amount   |
|             |             |                     |                    |               |         |                 |                   | Date                  |                 | or       |
|             |             |                     |                    |               |         |                 |                   |                       |                 | Number   |

|    |   |       |            |   |     |     |               |            |                            | of<br>Shares |
|----|---|-------|------------|---|-----|-----|---------------|------------|----------------------------|--------------|
| () | Option to<br>ourchase<br>Class B<br>Common<br>Stock | \$ 20 | 02/23/2007 | M |     | 100 | 02/23/2007(2) | 04/28/2014 | Class B<br>Common<br>Stock | 100          |
| (  | Class B<br>Common<br>Stock                          | \$ 0  | 02/23/2007 | M | 100 |     | 02/23/2007    | (3)        | Class A<br>Common<br>Stock | 100          |
| (  | Class B<br>Common<br>Stock                          | \$ 0  | 02/23/2007 | C |     | 100 | 02/23/2007    | <u>(3)</u> | Class A<br>Common<br>Stock | 100          |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |  |  |
| HENNESSY JOHN L                |               |           |         |       |  |  |  |  |
| C/O GOOGLE INC.                | v             |           |         |       |  |  |  |  |
| 1600 AMPHITHEATRE PARKWAY      | X             |           |         |       |  |  |  |  |
| MOUNTAIN VIEW, CA 94043        |               |           |         |       |  |  |  |  |

#### **Signatures**

Alan Ku, as Attorney-in-Fact for John L. 02/26/2007 Hennessy

> Date \*\*Signature of Reporting Person

### **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).
- Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of **(1)** Reporting Person.
- (2) The option vests and becomes exercisable as to 1/5th of the shares on March 18, 2005 and 1/60th of shares each month thereafter.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

#### **Remarks:**

\*\*\*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.

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