Google Inc. Form 4 March 05, 2007

FORM 4

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 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Brown Shona L

> (Middle) (First)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

Google Inc. [GOOG]

Symbol

3. Date of Earliest Transaction (Month/Day/Year) 03/01/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify below)

VP Business Oper.

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) Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Class A Common Stock	03/01/2007		Code V M	Amount 2,541	(D)	Price	2,541	D	
Class A Common Stock	03/01/2007		S	100	D	\$ 443.54	2,441	D	
Class A Common Stock	03/01/2007		S	517	D	\$ 443.67	1,924	D	
Class A Common	03/01/2007		S	100	D	\$ 443.57	1,824	D	

Stock							
Class A Common Stock	03/01/2007	S	100	D	\$ 443.56	1,724	D
Class A Common Stock	03/01/2007	S	200	D	\$ 444.09	1,524	D
Class A Common Stock	03/01/2007	S	24	D	\$ 443.72	1,500	D
Class A Common Stock	03/01/2007	S	200	D	\$ 444.13	1,300	D
Class A Common Stock	03/01/2007	S	200	D	\$ 444.12	1,100	D
Class A Common Stock	03/01/2007	S	100	D	\$ 444.11	1,000	D
Class A Common Stock	03/01/2007	S	100	D	\$ 444.08	900	D
Class A Common Stock	03/01/2007	S	800	D	\$ 444.07	100	D
Class A Common Stock	03/01/2007	S	100	D	\$ 443.85	0	D

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

Stock

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		
	Derivative				(A) or		
	Security				Disposed of		
					(D)		
					(Instr. 3, 4,		
					and 5)		

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			Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option to Purchase Class A Common Stock	\$ 9	03/01/2007	M		2,541	03/01/2007(1)	10/14/2013	Class A Common	2,541
Option to Purchase Class A Common Stock	\$ 26					03/01/2007(2)	04/01/2014	Class A Common	22,170

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Brown Shona L

C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

VP Business Oper.

Signatures

Alan Ku as Attorney-in-Fact for Shona

Brown 03/05/2007

**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) The option vests and becomes exercisable as to 1/4th of the shares on September 29, 2004 and 1/48th of shares each month thereafter.
- (2) The option vests and becomes exercisable as to 1/5th of the shares on April 1, 2006 and 1/60th of shares each month thereafter.

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Reporting Owners 3