

Google Inc.  
Form 4  
May 07, 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*  
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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Rosenberg Jonathan J

(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)  
05/02/2007

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP Prod. Mgmt.

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Google<br>Stock Unit<br>(1)           |   |   |                                      |   | 20,000   | D  |   |
| Class A<br>Common<br>Stock            |   |   |                                      |   | 28,000   | D  |   |
| Class A<br>Common<br>Stock            |   |   |                                      |   | 250  | I  | By Trust 1  |
| Class A<br>Common                     |   |   |                                      |   | 270  | I  | By Trust 2  |

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|                            |            |   |     |   |           |     |   |            |  |
|----------------------------|------------|---|-----|---|-----------|-----|---|------------|--|
| Stock                      |            |   |     |   |           |     |   |            |  |
| Class A<br>Common<br>Stock |            |   |     |   |           | 270 | I | By Trust 3 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | M | 315 | A | \$ 0      | 565 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 31  | D | \$ 470.91 | 534 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 36  | D | \$ 469.71 | 498 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 31  | D | \$ 469.49 | 467 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 62  | D | \$ 469.13 | 405 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 31  | D | \$ 469.04 | 374 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 31  | D | \$ 469.03 | 343 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 31  | D | \$ 468.76 | 312 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 31  | D | \$ 468.73 | 281 | I | By Trust 1 |  |
| Class A<br>Common<br>Stock | 05/02/2007 | S | 31  | D | \$ 468.65 | 250 | I | By Trust 1 |  |

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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. De<br>Se<br>(In         |                                     |
|--|---|---|---|---|--|--|-----|---|--------------------|----------------------------|-------------------------------------|
|  |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                      | Amount<br>or<br>Number<br>of Shares |
| Options<br>to<br>Purchase<br>Class A<br>Common<br>Stock <sup>(2)</sup> | \$ 448.23   |   |   |   |  |  |     | 05/02/2007  | 03/01/2017         | Class A<br>Common<br>Stock | 40,000                              |
| Options<br>to<br>Purchase<br>Class B<br>Common<br>Stock                | \$ 5  | 05/02/2007                              |   | M                                       |  | 315  |     | 05/02/2007  | 07/18/2013         | Class A<br>Common<br>Stock | 315                                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Rosenberg Jonathan J<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 |               |           | VP Prod. Mgmt. |       |

## Signatures

Alan Ku as Attorney-in-Fact for Jonathan J. Rosenberg

05/04/2007

\_\_\_\_\_  
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 Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (2)

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1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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