HENNESSY JOHN L

Form 4 May 24, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

HENNESSY JOHN L

1. Name and Address of Reporting Person *

			Google Inc. [GOOG]				(Check all applicable)				
			te of Earliest Transaction th/Day/Year) 2/2007				X Director Officer (give below)	10% Owner			
	(Street)		4. If Ame	mendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mo MOUNTAIN VIEW, CA 94043				Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d 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)	
Common Stock								4,908	I	By Trust	
Class A Common Stock (1)	05/22/2007			С	170	A	\$ 0	170	D		
Class A Common Stock	05/22/2007			S	17	D	\$ 477.51	153	D		
Class A Common	05/22/2007			S	17	D	\$ 477.5	136	D		

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Stock							
Class A Common Stock	05/22/2007	S	17	D	\$ 476.92	119	D
Class A Common Stock	05/22/2007	S	17	D	\$ 476.84	102	D
Class A Common Stock	05/22/2007	S	17	D	\$ 476.19	85	D
Class A Common Stock	05/22/2007	S	17	D	\$ 476.02	68	D
Class A Common Stock	05/22/2007	S	17	D	\$ 475.53	51	D
Class A Common Stock	05/22/2007	S	17	D	\$ 475.2	34	D
Class A Common Stock	05/22/2007	S	17	D	\$ 474.81	17	D
Class A Common Stock	05/22/2007	S	17	D	\$ 473	0	D

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

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SEC 1474 (9-02)

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

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

Number

									of Shares
Option to purchase Class B Common Stock	\$ 20	05/22/2007	M	1	170	05/22/2007(2)	04/28/2014	Class B Common Stock	170
Class B Common Stock	\$ 0	05/22/2007	M	170		05/22/2007	(3)	Class A Common Stock	170
Class B Common Stock	\$ 0	05/22/2007	C	1	170	05/22/2007	(3)	Class A Common Stock	170

Reporting Owners

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

Signatures

Alan Ku, as Attorney-in-Fact for John L.
Hennessy

05/22/2007

**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) 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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