

Google Inc.
Form 4
February 23, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kordestani Omid

(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)
02/21/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, World Wide Sales/Oper.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock ⁽¹⁾ | 02/21/2007 | | C | | 12,000 A \$ 0 12,000 | D | |
| Class A Common Stock | 02/21/2007 | | G | | 12,000 D \$ 0 0 | D | |
| Class A Common Stock | 02/21/2007 | | G | | 12,000 A \$ 0 407,148 | I | By Trust I |
| Class A Common | 02/21/2007 | | S | | 400 D \$ 406,748 477.22 | I | By Trust I |

Edgar Filing: Google Inc. - Form 4

| Stock | | | | | | | | | |
|----------------------------|------------|--|---|-----|---|--------------|---------|---|------------|
| Class A Common Stock | 02/21/2007 | | S | 400 | D | \$ 468.59 | 406,348 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 300 | D | \$ 476.39 | 406,048 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 300 | D | \$ 475.41 | 405,748 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 300 | D | \$ 474.6 | 405,448 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 300 | D | \$ 474.32 | 405,148 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 300 | D | \$ 471.59 | 404,848 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 300 | D | \$ 471 | 404,548 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 300 | D | \$ 470.3 | 404,248 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 300 | D | \$ 469.72 | 403,948 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 205 | D | \$ 475.61 | 403,743 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 200 | D | \$ 478.21 | 403,543 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 200 | D | \$ 477.15 | 403,343 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 200 | D | \$ 476.7 | 403,143 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | | S | 200 | D | \$ 476.15 | 402,943 | I | By Trust I |

Edgar Filing: Google Inc. - Form 4

| | | | | | | | | |
|----------------------------|------------|---|-----|---|-----------|---------|---|------------|
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 475.8 | 402,743 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 475.23 | 402,543 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 475.17 | 402,343 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 474.45 | 402,143 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 474.38 | 401,943 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 474.18 | 401,743 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 474.17 | 401,543 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 474.01 | 401,343 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 473.62 | 401,143 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 472.62 | 400,943 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 470.52 | 400,743 | I | By Trust I |
| Class A Common Stock | 02/21/2007 | S | 200 | D | \$ 477.22 | 400,543 | I | By Trust I |

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)

Edgar Filing: Google Inc. - Form 4

| 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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|---------------------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Option to purchase Class B Common Stock | \$ 0.3 | 02/21/2007 | | M | | 12,000 | | 02/21/2007 | 05/06/2012 ⁽²⁾ | Class B Common Stock |
| Class B Common Stock | \$ 0 | 02/21/2007 | | M | | 12,000 | | 02/21/2007 | ⁽³⁾ | Class A Common Stock |
| Class B Common Stock | \$ 0 | 02/21/2007 | | C | | 12,000 | | 02/21/2007 | ⁽³⁾ | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP, World Wide Sales/Oper. | |

Signatures

Alan Ku, as Attorney-in-Fact for Omid Kordestani
 02/22/2007
 **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) Option vests and becomes exercisable as to 1/5th of the shares on May 3, 2003 and 1/60th of the shares each month thereafter.
- (3) 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. 21, 2007 are reported
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Google Inc. - Form 4

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.