SCHMIDT ERIC E

Form 4

October 30, 2007

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Estimated average burden hours per response...

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SCHMIDT ERIC E Issuer Symbol Google Inc. [GOOG] (First) (Middle) 3. Date of Earliest Transaction (Last)

(Month/Day/Year) _X_ Director X__ 10% Owner _X__ Officer (give title __ Other (specify 10/26/2007 below) CEO, Chairman of Exec. Comm.

Person

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

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

MOUNTAIN VIEW, CA 94043

AMPHITHEATRE PARKWAY

C/O GOOGLE INC., 1600

(City)	(State)	${\bf Table~I-Non-Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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 Beneficial Ownership (Instr. 4)	
Class A Common Stock (1)	10/26/2007		Code V S	Amount 53	(D)	Price \$ 668.26	66,009	I	By Trust	
Class A Common Stock (1)	10/26/2007		S	159	D	\$ 668.89	65,850	I	By Trust	
Class A Common Stock (1)	10/26/2007		S	48	D	\$ 669.16	65,802	I	By Trust	
Class A Common	10/26/2007		S	53	D	\$ 669.2	65,749	I	By Trust	

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Stock (1)								
Class A Common Stock (1)	10/26/2007	S	106	D	\$ 669.41	65,643	I	By Trust
Class A Common Stock (1)	10/26/2007	S	5	D	\$ 669.45	65,638	I	By Trust
Class A Common Stock (1)	10/26/2007	S	53	D	\$ 669.53	65,585	I	By Trust
Class A Common Stock (1)	10/26/2007	S	53	D	\$ 669.54	65,532	I	By Trust
Class A Common Stock (1)	10/26/2007	S	53	D	\$ 669.57	65,479	I	By Trust
Class A Common Stock (1)	10/26/2007	S	53	D	\$ 669.59	65,426	I	By Trust
Class A Common Stock (1)	10/26/2007	S	106	D	\$ 669.63	65,320	I	By Trust
Class A Common Stock (1)	10/26/2007	S	158	D	\$ 669.75	65,162	I	By Trust
Class A Common Stock (1)	10/26/2007	S	106	D	\$ 669.76	65,056	I	By Trust
Class A Common Stock (1)	10/26/2007	S	53	D	\$ 669.95	65,003	I	By Trust
Class A Common Stock (1)	10/26/2007	S	159	D	\$ 669.96	64,844	I	By Trust
Class A Common Stock (1)	10/26/2007	S	159	D	\$ 670.05	64,685	I	By Trust
Class A Common Stock (1)	10/26/2007	S	53	D	\$ 670.12	64,632	I	By Trust
Class A Common Stock (1)	10/26/2007	S	265	D	\$ 670.13	64,367	I	By Trust

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Class A Common Stock (1)	10/26/2007	S	53	D	\$ 670.18	64,314	I	By Trust
Class A Common Stock (1)	10/26/2007	S	318	D	\$ 670.26	63,996	I	By Trust
Class A Common Stock (1)	10/26/2007	S	106	D	\$ 670.3	63,890	I	By Trust
Class A Common Stock (1)	10/26/2007	S	106	D	\$ 670.32	63,784	I	By Trust
Class A Common Stock (1)	10/26/2007	S	159	D	\$ 670.33	63,625	I	By Trust
Class A Common Stock (1)	10/26/2007	S	159	D	\$ 670.35	63,466	I	By Trust
Class A Common Stock (1)	10/26/2007	S	211	D	\$ 670.36	63,255	I	By Trust
Class A Common Stock (1)	10/26/2007	S	53	D	\$ 670.37	63,202	I	By Trust
Class A Common Stock (1)	10/26/2007	S	159	D	\$ 670.38	63,043	I	By Trust
Class A Common Stock (1)	10/26/2007	S	106	D	\$ 670.4	62,937	I	By Trust
Class A Common Stock (1)						0	I	By Limited Partnership II
Class A Common Stock (1)						8,255	I	By Limited Partnership I

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

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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)

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8. Prio Deriv Secur (Instr.

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 II S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0					(3)	(2)	Class A Common Stock	1,194,309	
Class B Common Stock	\$ 0					<u>(3)</u>	(2)	Class A Common Stock	276,261	
Class B Common Stock	\$ 0					<u>(3)</u>	(2)	Class A Common Stock	1,941,407	
Class B Common Stock	\$ 0					(3)	(2)	Class A Common Stock	6,138,873	

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	CEO, Chairman of Exec. Comm.					

Signatures

/s/Rumit Kanakia as Attorney-in-Fact for Eric E. Schmidt 10/30/2007

**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 issued upon conversion of one share of Class B Common Stock at election of reporting person.
- (2) There is no expiration date for the Issuer's Class B Common Stock.
- (3) All shares are exercisable as of the transaction date.

Reporting Owners 4

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Remarks:

Related transactions effected by the Reporting Person on October 26, 2007 are reported on additional Forms 4 filed on October

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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