### SCHMIDT ERIC E

Form 4

October 31, 2007

## FORM 4

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

**OMB** Number:

January 31, Expires: 2005

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**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

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

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* SCHMIDT ERIC E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

Google Inc. [GOOG] 3. Date of Earliest Transaction

\_X\_\_ 10% Owner \_X\_ Director

C/O GOOGLE INC., 1600

(Street)

(Month/Day/Year) 10/30/2007

\_X\_\_ Officer (give title \_\_ Other (specify below) CEO, Chairman of Exec. Comm.

(Check all applicable)

AMPHITHEATRE PARKWAY

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

#### **MOUNTAIN VIEW, CA 94043**

(City)	(State)	(Zip) Tak	ole I - Non-	Derivativ	e Secu	ırities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	(A)	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)
Class A Common Stock (1)	10/30/2007		S	14	D	\$ 694.67	8,908	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007		S	15	D	\$ 684	8,893	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007		S	15	D	\$ 685	8,878	I	By Limited Partnership I
Class A Common	10/30/2007		S	15	D	\$ 686.5	8,863	I	By Limited Partnership

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Stock (1)								I
Class A Common Stock (1)	10/30/2007	S	15	D	\$ 693.45	8,848	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	15	D	\$ 694.68	8,833	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	15	D	\$ 694.85	8,818	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	15	D	\$ 696.49	8,803	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	15	D	\$ 697.17	8,788	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	15	D	\$ 697.27	8,773	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	15	D	\$ 697.49	8,758	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	15	D	\$ 697.91	8,743	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	18	D	\$ 695.09	8,725	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	18	D	\$ 697.21	8,707	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	20	D	\$ 691.7	8,687	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	20	D	\$ 694.12	8,667	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	22	D	\$ 682	8,645	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	22	D	\$ 687.5	8,623	I	By Limited Partnership I

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Class A Common Stock (1)	10/30/2007	S	29	D	\$ 690	8,594	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	30	D	\$ 678.48	8,564	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	31	D	\$ 683	8,533	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	32	D	\$ 695.5	8,501	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	38	D	\$ 697	8,463	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	77	D	\$ 694.77	8,386	I	By Limited Partnership I
Class A Common Stock (1)	10/30/2007	S	131	D	\$ 695	8,255	I	By Limited Partnership I
Class A Common Stock (1)						15,245	I	By Limited Partnership II
Class A Common Stock (1)						66,062	I	By Trust

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)

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

4, and 5)

8. Prio Deriv Secur (Instr.

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		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	6,081,288
Class B Common Stock	\$ 0					(3)	(2)	Class A Common Stock	1,926,162
Class B Common Stock	\$ 0					(3)	(2)	Class A Common Stock	274,092
Class B Common Stock	\$ 0					(3)	(2)	Class A Common Stock	1,194,309

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	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 10/31/2007

\*\*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.

#### **Remarks:**

Related transactions effected by the Reporting Person on October 30, 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.\*\*\*

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.

Reporting Owners 4