Rosenberg Jonathan J Form 4 May 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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,

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(City)

Common

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rosenberg Jonathan J			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			05/01/2007	_X_ Officer (give title Other (special below) below) VP Prod. Mgmt.		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
MOLINTAIN	JVIEW CA	04043	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
MOUNTAIN VIEW, CA 94043				Person		

		1 401	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficiencially 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	curities Ownership Eneficially Form: Direct Wined (D) or Indirect (I) Exported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	or Amount (D) Price	(Instr. 3 and 4)				
Google Stock Unit			Cout V	Amount (b) Thee	20,000	D			
Class A Common Stock					28,000	D			
Class A									

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Stock			
Class A			
Common	25	50 I	By Trust 1
Stock			
Class A	27	70 I	By Trust 2

Stock								
Class A Common Stock						270	I	By Trust 3
Class A Common Stock	05/01/2007	M	315	A	\$ 0	565	I	By Trust 1
Class A Common Stock	05/01/2007	S	31	D	\$ 471.38	534	I	By Trust 1
Class A Common Stock	05/01/2007	S	31	D	\$ 468.72	503	I	By Trust 1
Class A Common Stock	05/01/2007	S	52	D	\$ 467.63	451	I	By Trust 1
Class A Common Stock	05/01/2007	S	31	D	\$ 466.66	420	I	By Trust 1
Class A Common Stock	05/01/2007	S	46	D	\$ 466.41	374	I	By Trust 1
Class A Common Stock	05/01/2007	S	31	D	\$ 466.13	343	I	By Trust 1
Class A Common Stock	05/01/2007	S	31	D	\$ 465.95	312	I	By Trust 1
Class A Common Stock	05/01/2007	S	62	D	\$ 465.47	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)

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

Edgar Filing: Rosenberg Jonathan J - Form 4

(A) or Security Disposed of (D) (Instr. 3, 4,

and 5)

Code V (A) (D) Date

Exercisable

Expiration Title Date

Amount or

> Number of Shares

Options

to Purchase Class A

\$ 448.23

Class A 05/01/2007 03/01/2017 Common

40,000

315

Common

Stock (2) **Options**

to Purchase Class B

\$5 05/01/2007 M

315 05/01/2007 07/18/2013 Common

Other

Class A

Stock

Stock

Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

Relationships

Rosenberg Jonathan J C/O GOOGLE INC.

1600 AMPHITHEATRE PARKWAY **MOUNTAIN VIEW, CA 94043**

VP Prod. Mgmt.

Signatures

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

05/03/2007

**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).
- 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.
- 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. 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 3