Google Inc. Form 4/A August 01, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

Expires:

3235-0287

January 31, 2005

Estimated average 0.5

**OMB APPROVAL** 

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or 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 Add Rosenberg Jor	•	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Veer)	Director 10% Owner				
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			(Month/Day/Year) 05/02/2007	Officer (give title Other (specify below) VP Prod. Mgmt.				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
MOUNTAIN VIEW, CA 94043			Filed(Month/Day/Year)  O6/26/2007  Applicable Line)  _X_ Form filed by One Reportin  Form filed by More than On Person					
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned				

(City)	(State) (Z	Zip) Table	le I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~.			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Class A Common Stock	05/02/2007		G	2,000	D	\$0	26,000	D			
Class A Common Stock	05/02/2007		G	2,000	A	\$0	2,250	I	By Trust		
Class A Common Stock							270	I	By Trust 2		
Class A Common							270	I	By Trust 3		

05/31/2007	G	2,000	D	\$ 0	24,000	D	
05/31/2007	G	2,000	A	\$ 0	4,250	I	By Trust
06/22/2007	G	2,000	D	\$ 0	22,000	D (2)	
06/22/2007	G	2,000	A	\$ 0	6,250	I	By Trust
					20,000	D	
07/27/2007	G	2,000	D	\$ 0	20,000	D	
07/27/2007	G	2,000	A	\$ 0	8,250	I	By Trust
	05/31/2007 06/22/2007 06/22/2007	05/31/2007 G 06/22/2007 G 07/27/2007 G	05/31/2007 G 2,000 06/22/2007 G 2,000 06/22/2007 G 2,000	05/31/2007	05/31/2007	05/31/2007 G 2,000 A \$0 4,250  06/22/2007 G 2,000 D \$0 22,000  06/22/2007 G 2,000 A \$0 6,250  20,000  07/27/2007 G 2,000 D \$0 20,000	05/31/2007 G 2,000 A \$0 4,250 I  06/22/2007 G 2,000 D \$0 22,000 D \( \frac{1}{2} \)  06/22/2007 G 2,000 A \$0 6,250 I  07/27/2007 G 2,000 D \$0 20,000 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transa Code (Instr. 5	ctio	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

(9-02)

Edgar Filing: Google Inc. - Form 4/A

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rosenberg Jonathan J C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

VP Prod. Mgmt.

## **Signatures**

Rumit Kanakia as Attorney-in-Fact for Jonathan J. Rosenberg

08/01/2007

\*\*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.
- (2) Previously incorrectly reported as a transaction involving shares held indirect by Trust

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