



Edgar Filing: Google Inc. - Form 4

**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) | 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 Amount of Underlying Securities (Instr. 3 and 4) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
| Class B Common Stock                       | \$ 0   | 06/26/2007                           |  | C                              | 17,916  | 06/26/2007   | <u>(2)</u>  | Class A Common Stock | 17,916                     |
| Class B Common Stock                       | \$ 0   |                                      |  |                                |   | 06/26/2007   | <u>(2)</u>  | Class A Common Stock | 1,194,309                  |
| Class B Common Stock                       | \$ 0   |                                      |  |                                |   | 06/26/2007   | <u>(2)</u>  | Class A Common Stock | 295,787                    |
| Class B Common Stock                       | \$ 0   |                                      |  |                                |   | 06/26/2007   | <u>(2)</u>  | Class A Common Stock | 2,078,617                  |

## Reporting Owners

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

## Signatures

Rumit Kanakia as Attorney-in-Fact for Eric E. Schmidt 06/28/2007

\_\_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) There is no expiration date for the Issuer's Class B Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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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.