SCHMIDT ERIC E
Form 4
October 31, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO, Chairman of Exec. Comm.

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

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	10/30/2007		S		101	D	$ 693.45	4,775	I	By Limited Partnership II
Class A Common Stock (1)	10/30/2007		S		101	D	$ 694.67	4,674	I	By Limited Partnership II
Class A Common Stock (1)	10/30/2007		S		101	D	$ 694.68	4,573	I	By Limited Partnership II
Class A Common	10/30/2007		S		101	D	$ 697.27	4,472	I	By Limited Partnership

Stock [(1)]								II
Class A Common Stock [(1)]	10/30/2007	S	101	D	$ 697.91	4,371	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	102	D	$ 684	4,269	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	102	D	$ 686.5	4,167	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	102	D	$ 694.85	4,065	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	102	D	$ 696.49	3,963	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	102	D	$ 697.49	3,861	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	108	D	$ 696.11	3,753	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	120	D	$ 697.21	3,633	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	142	D	$ 694.12	3,491	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	142	D	$ 695.09	3,349	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	143	D	$ 691.7	3,206	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	152	D	$ 682	3,054	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	162	D	$ 687.5	2,892	I	By Limited Partnership II
Class A Common Stock [(1)]	10/30/2007	S	192	D	$ 690	2,700	I	By Limited Partnership II

Class A Common Stock (1)	10/30/2007	S	203	D	$ 678.48	2,497	I	By Limited Partnership II
Class A Common Stock (1)	10/30/2007	S	213	D	$ 683	2,284	I	By Limited Partnership II
Class A Common Stock (1)	10/30/2007	S	223	D	$ 695.5	2,061	I	By Limited Partnership II
Class A Common Stock (1)	10/30/2007	S	263	D	$ 697	1,798	I	By Limited Partnership II
Class A Common Stock (1)	10/30/2007	S	895	D	$ 694.77	903	I	By Limited Partnership II
Class A Common Stock (1)	10/30/2007	S	903	D	$ 695	0	I	By Limited Partnership II
Class A Common Stock (1)						66,062	I	By Trust
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.

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 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)		8. Pric Deriva Secur (Instr.
				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 Octobe

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.