

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-08-03** | Period of Report: **2006-08-01**
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ISSUER

Google Inc.

CIK: **1288776** | IRS No.: **770493581** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7370** Computer programming, data processing, etc.

Mailing Address
1600 AMPHITHEATRE
PARKWAY
MOUNTAIN VIEW CA 94043

Business Address
1600 AMPHITHEATRE
PARKWAY
MOUNTAIN VIEW CA 94043
650 623 4000

REPORTING OWNER

Kordestani Omid

CIK: **1294397**
Type: **4** | Act: **34** | File No.: **000-50726** | Film No.: **061003658**

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1600 AMPHITHEATRE
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Kordestani Omid			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, World Wide Sales/Oper.		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
1600 AMPHITHEATRE PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) MOUNTAIN VIEW, CA 94043								
(City)	(State)	(Zip)						

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⁾	08/01/2006		<u>S</u>		100	D	\$382.26	455,588	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$382.25	455,488	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		46	D	\$382.21	455,442	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$382.18	455,342	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		200	D	\$382.14	455,142	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$382.13	455,042	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		200	D	\$382.12	454,842	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		300	D	\$382.1	454,542	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$382.08	454,442	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$382.04	454,342	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$382.03	454,242	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		300	D	\$382.01	453,942	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$382	453,842	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		300	D	\$381.99	453,542	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		229	D	\$381.98	453,313	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		400	D	\$381.96	452,913	I	By Trust I

Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		300	D	\$381.95	452,613	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$381.92	452,513	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$381.91	452,413	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$381.9	452,313	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		1	D	\$381.89	452,312	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		199	D	\$381.88	452,113	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		200	D	\$381.87	451,913	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		300	D	\$381.86	451,613	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		400	D	\$381.85	451,213	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		410	D	\$381.83	450,803	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$381.82	450,703	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		100	D	\$381.81	450,603	I	By Trust I
Class A Common Stock ⁽¹⁾	08/01/2006		<u>S</u>		200	D	\$381.79	450,403	I	By Trust I

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Each share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at election of reporting person.

Signatures

/s/ Alan Ku, attorney-in-fact for Mr. Kordestani

** Signature of Reporting Person

08/03/2006

Date

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

* 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).

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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