

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**

SEC Accession No. **0001181431-05-024771**

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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

#### SCHMIDT ERIC E

CIK: **1242463**  
Type: **4** | Act: **34** | File No.: **000-50726** | Film No.: **05791410**

Business Address  
C/O GOOGLE INC  
2400 BAYSHORE PARKWAY  
MOUNTAIN VIEW CA 94043  
6506234145

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### 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 <b>SCHMIDT ERIC E</b>			2. Issuer Name and Ticker or Trading Symbol <b>Google Inc. [GOOG]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO, Chairman of Exec. Comm.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/28/2005</b>					
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) <b>MOUNTAIN VIEW, CA 94043</b>								
(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								28,876	I	By Trust
Class A Common Stock								7,429	I	By Limited Partnership I
Class A Common Stock	04/28/2005		S		12	D	\$220.69	10,434	I	By Limited Partnership II
Class A Common Stock	04/28/2005		S		41	D	\$220.68	10,393	I	By Limited Partnership II
Class A Common Stock	04/28/2005		S		20	D	\$220.67	10,373	I	By Limited Partnership II
Class A Common Stock	04/28/2005		S		20	D	\$220.66	10,353	I	By Limited Partnership II
Class A Common Stock	04/28/2005		S		20	D	\$220.61	10,333	I	By Limited Partnership II
Class A Common Stock	04/28/2005		S		41	D	\$220.6	10,292	I	By Limited Partnership II
Class A Common Stock	04/28/2005		S		41	D	\$220.59	10,251	I	By Limited Partnership II
Class A Common Stock	04/28/2005		S		20	D	\$220.56	10,231	I	By Limited Partnership II
Class A Common Stock	04/28/2005		S		61	D	\$220.55	10,170	I	By Limited Partnership II

Class A Common Stock	04/28/2005		<u>S</u>		61	D	\$220.51	10,109	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		81	D	\$220.5	10,028	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		30	D	\$220.48	9,998	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		71	D	\$220.47	9,927	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		142	D	\$220.45	9,785	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		41	D	\$220.44	9,744	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		20	D	\$220.42	9,724	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		20	D	\$220.41	9,704	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		77	D	\$220.39	9,627	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		41	D	\$220.38	9,586	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		20	D	\$220.37	9,566	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		20	D	\$220.35	9,546	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		2	D	\$220.34	9,544	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		20	D	\$220.29	9,524	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		61	D	\$220.25	9,463	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		81	D	\$220.23	9,382	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		20	D	\$220.22	9,362	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		41	D	\$220.2	9,321	I	By Limited Partnership II
Class A Common Stock	04/28/2005		<u>S</u>		20	D	\$220.19	9,301	I	By Limited Partnership II

**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	Title	Amount or Number of Shares					

**Remarks:**

**Signatures**

Matthew M. Tolland as Attorney-in-Fact for Eric E. Schmidt

\*\* Signature of Reporting Person

05/02/2005

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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