

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-29**
SEC Accession No. **0001181431-05-024786**

([HTML Version](#) on [secdatabase.com](#))

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

Shriram Kavitar Ram

CIK: **1295084**
Type: **4** | Act: **34** | File No.: **000-50726** | Film No.: **05791522**

Mailing Address
1600 AMPHITHEATRE
PARKWAY
MOUNTAIN VIEW CA 94043

Business Address
650-623-4000

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

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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 Shriram Kavitar Ram			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2005			
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY						
(Street)			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	
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⁾	04/29/2005		C		300,000	A	\$ 0	311,939	D	
Class A Common Stock ⁽¹⁾	04/29/2005		C		50,000	A	\$ 0	50,000	I	By Limited Partnership
Class A Common Stock	04/29/2005		S		10,286	D	\$222	301,653	D	
Class A Common Stock	04/29/2005		S		3,429	D	\$221.3	298,224	D	
Class A Common Stock	04/29/2005		S		1,714	D	\$221.04	296,510	D	
Class A Common Stock	04/29/2005		S		1,912	D	\$221.02	294,598	D	
Class A Common Stock	04/29/2005		S		2,006	D	\$221.01	292,592	D	
Class A Common Stock	04/29/2005		S		17,023	D	\$221	275,569	D	
Class A Common Stock	04/29/2005		S		171	D	\$220.76	275,398	D	
Class A Common Stock	04/29/2005		S		38,663	D	\$220.75	236,735	D	
Class A Common Stock	04/29/2005		S		633	D	\$220.66	236,102	D	
Class A Common Stock	04/29/2005		S		1,114	D	\$220.63	234,988	D	
Class A Common Stock	04/29/2005		S		1,260	D	\$220.62	233,728	D	
Class A Common Stock	04/29/2005		S		943	D	\$220.61	232,785	D	
Class A Common Stock	04/29/2005		S		12,500	D	\$220.6	220,285	D	
Class A Common Stock	04/29/2005		S		6,857	D	\$220.5	213,428	D	

Class A Common Stock	04/29/2005		<u>S</u>	6,926	D	\$220.25	206,502	D	
Class A Common Stock	04/29/2005		<u>S</u>	6,857	D	\$220.14	199,645	D	
Class A Common Stock	04/29/2005		<u>S</u>	1,391	D	\$220.11	198,254	D	
Class A Common Stock	04/29/2005		<u>S</u>	171	D	\$220.07	198,083	D	
Class A Common Stock	04/29/2005		<u>S</u>	1,494	D	\$220.06	196,589	D	
Class A Common Stock	04/29/2005		<u>S</u>	986	D	\$220.05	195,603	D	
Class A Common Stock	04/29/2005		<u>S</u>	900	D	\$220.04	194,703	D	
Class A Common Stock	04/29/2005		<u>S</u>	3,369	D	\$220.03	191,334	D	
Class A Common Stock	04/29/2005		<u>S</u>	9,415	D	\$220.02	181,919	D	
Class A Common Stock	04/29/2005		<u>S</u>	1,136	D	\$220.01	180,783	D	
Class A Common Stock	04/29/2005		<u>S</u>	27,417	D	\$220	153,366	D	

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
Class B Common Stock	\$ 0	04/29/2005		<u>C</u>			300,000	04/29/2005	(2)	Class A Common Stock	300,000	\$ 0	3,555,133	D	
Class B Common Stock	\$ 0	04/29/2005		<u>C</u>			50,000	04/29/2005	(2)	Class A Common Stock	50,000	\$ 0	383,767	I	By Limited Partnership

Explanation of Responses:

- 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.
- There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

Form 4 Filing 1 of 4 (continuation report): Related transactions effected by the Reporting Person on April 29, 2005 are reported on additional Forms 4. ***All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.***

Signatures

Matthew M. Tolland as Attorney-in-Fact for K. Ram Shriram

** 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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