

# 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. **0001181431-05-024787**

([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.: **05791524**

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Shriram Kavitar Ram</u>			<u>Google Inc. [GOOG]</u>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			<input type="checkbox"/> Officer (give title <input type="checkbox"/> Other (specify below)		
			04/29/2005					
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)		
(Street)						<input checked="" type="checkbox"/> Form Filed by One Reporting Person		
MOUNTAIN VIEW, CA 94043						<input type="checkbox"/> Form Filed by More than One Reporting Person		
(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	04/29/2005		<u>S</u>		20,571	D	\$219.75	132,795	D	
Class A Common Stock	04/29/2005		<u>S</u>		15,429	D	\$219.5	117,366	D	
Class A Common Stock	04/29/2005		<u>S</u>		86	D	\$219.38	117,280	D	
Class A Common Stock	04/29/2005		<u>S</u>		943	D	\$219.37	116,337	D	
Class A Common Stock	04/29/2005		<u>S</u>		125	D	\$219.36	116,212	D	
Class A Common Stock	04/29/2005		<u>S</u>		6,646	D	\$219.35	109,566	D	
Class A Common Stock	04/29/2005		<u>S</u>		771	D	\$219.34	108,795	D	
Class A Common Stock	04/29/2005		<u>S</u>		1,200	D	\$219.33	107,595	D	
Class A Common Stock	04/29/2005		<u>S</u>		15,171	D	\$219.32	92,424	D	
Class A Common Stock	04/29/2005		<u>S</u>		7,757	D	\$219.31	84,667	D	
Class A Common Stock	04/29/2005		<u>S</u>		2,325	D	\$219.28	82,342	D	
Class A Common Stock	04/29/2005		<u>S</u>		7,114	D	\$219.26	75,228	D	
Class A Common Stock	04/29/2005		<u>S</u>		14,603	D	\$219.25	60,625	D	
Class A Common Stock	04/29/2005		<u>S</u>		3,686	D	\$219.17	56,939	D	
Class A Common Stock	04/29/2005		<u>S</u>		7,371	D	\$219.13	49,568	D	

Class A Common Stock	04/29/2005		<u>S</u>		7,629	D	\$219.12	41,939	D	
Class A Common Stock	04/29/2005		<u>S</u>		514	D	\$219.01	41,425	D	
Class A Common Stock	04/29/2005		<u>S</u>		15,771	D	\$219	25,654	D	
Class A Common Stock	04/29/2005		<u>S</u>		10,286	D	\$218.75	15,368	D	
Class A Common Stock	04/29/2005		<u>S</u>		3,429	D	\$218.5	11,939	D	
Class A Common Stock	04/29/2005		<u>S</u>		1,714	D	\$222	48,286	I	By Limited Partnership
Class A Common Stock	04/29/2005		<u>S</u>		571	D	\$221.3	47,715	I	By Limited Partnership
Class A Common Stock	04/29/2005		<u>S</u>		286	D	\$221.04	47,429	I	By Limited Partnership
Class A Common Stock	04/29/2005		<u>S</u>		319	D	\$221.02	47,110	I	By Limited Partnership
Class A Common Stock	04/29/2005		<u>S</u>		334	D	\$221.01	46,776	I	By Limited Partnership

**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					

**Remarks:**

Form 4 Filing 2 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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