

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**
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REPORTING OWNER

Kordestani Omid

CIK: **1294397**

Type: **4** | Act: **34** | File No.: **000-50726** | Film No.: **06514723**

Mailing Address

1600 AMPHITHEATRE
PARKWAY
MOUNTAIN VIEW CA 94043

Business Address

650-623-4000

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

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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) 01/03/2006 | | | | | |
| 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) 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 | 01/03/2006 | | <u>S</u> | | 100 | D | \$421.06 | 1,157,208 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 300 | D | \$421.05 | 1,156,908 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 235 | D | \$421.04 | 1,156,673 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 165 | D | \$421.03 | 1,156,508 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 400 | D | \$421.01 | 1,156,108 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 2,400 | D | \$421 | 1,153,708 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 740 | D | \$420.99 | 1,152,968 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 100 | D | \$420.98 | 1,152,868 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 400 | D | \$420.97 | 1,152,468 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 600 | D | \$420.96 | 1,151,868 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 700 | D | \$420.95 | 1,151,168 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 1,325 | D | \$420.94 | 1,149,843 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 300 | D | \$420.93 | 1,149,543 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 200 | D | \$420.91 | 1,149,343 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | | 1,000 | D | \$420.9 | 1,148,343 | I | By Trust I |

| | | | | | | | | | |
|----------------------|------------|--|----------|-------|---|----------|-----------|---|------------|
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 880 | D | \$420.89 | 1,147,463 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 440 | D | \$420.88 | 1,147,023 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 1,000 | D | \$420.87 | 1,146,023 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 65 | D | \$420.86 | 1,145,958 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 1,815 | D | \$420.85 | 1,144,143 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 1,000 | D | \$420.84 | 1,143,143 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 100 | D | \$420.83 | 1,143,043 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 2,100 | D | \$420.82 | 1,140,943 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 800 | D | \$420.8 | 1,140,143 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 576 | D | \$420.78 | 1,139,567 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 900 | D | \$420.76 | 1,138,667 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 200 | D | \$420.73 | 1,138,467 | I | By Trust I |
| Class A Common Stock | 01/03/2006 | | <u>S</u> | 100 | D | \$420.66 | 1,138,367 | 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 | | | | | |

Remarks:

Form 4 Filing 17 of 19 (continuation report): Related transactions effected by the Reporting Person on January 3, 2006 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

Alan Ku, as Attorney-in-Fact for Omid Kordestani

** Signature of Reporting Person

01/05/2006

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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