Google Inc. Form 4

December 04, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per

Estimated average

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

DOERR L JOHN

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Symbol

Google Inc. [GOOG]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/03/2007

_X__ Director Officer (give title

10% Owner _ Other (specify

C/O KLEINER PERKINS CAUFIELD & BYERS, 2750 SAND

(Street)

HILL ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3,	(A) or		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)
Class A Common Stock (1)	12/03/2007		C	43,475	A	\$0	43,475	D	
Class A Common Stock (1)	12/03/2007		S	7,997	D	\$ 694	35,478	D	
Class A Common Stock (1)	12/03/2007		S	178	D	\$ 692.51	35,300	D	
Class A	12/03/2007		S	9,597	D	\$ 692.5	25,703	D	

12/03/2007	S	2,844	D	\$ 691	22,859	D
12/03/2007	S	2,666	D	\$ 690	20,193	D
12/03/2007	S	2,666	D	\$ 689	17,527	D
12/03/2007	S	906	D	\$ 688.5	16,621	D
12/03/2007	S	178	D	\$ 688.2	16,443	D
12/03/2007	S	443	D	\$ 688.19	16,000	D
12/03/2007	S	90	D	\$ 688.16	15,910	D
12/03/2007	S	89	D	\$ 688.02	15,821	D
12/03/2007	S	89	D	\$ 688.01	15,732	D
12/03/2007	S	7,641	D	\$ 688	8,091	D
12/03/2007	S	89	D	\$ 687.05	8,002	D
12/03/2007	S	6,735	D	\$ 687	1,267	D
12/03/2007	S	89	D	\$ 686.51	1,178	D
12/03/2007	S	178	D	\$ 686.49	1,000	D
	12/03/2007 12/03/2007 12/03/2007 12/03/2007 12/03/2007 12/03/2007 12/03/2007 12/03/2007 12/03/2007 12/03/2007 12/03/2007	12/03/2007 S 12/03/2007 S	12/03/2007 S 2,666 12/03/2007 S 2,666 12/03/2007 S 906 12/03/2007 S 178 12/03/2007 S 90 12/03/2007 S 89 12/03/2007 S 89 12/03/2007 S 7,641 12/03/2007 S 6,735 12/03/2007 S 89	12/03/2007 S 2,666 D 12/03/2007 S 2,666 D 12/03/2007 S 906 D 12/03/2007 S 178 D 12/03/2007 S 443 D 12/03/2007 S 89 D 12/03/2007 S 89 D 12/03/2007 S 89 D 12/03/2007 S 6,735 D 12/03/2007 S 89 D	12/03/2007 S 2,666 D \$ 690 12/03/2007 S 2,666 D \$ 689 12/03/2007 S 906 D \$ 688.5 12/03/2007 S 178 D \$ 688.2 12/03/2007 S 443 D \$ 688.19 12/03/2007 S 89 D \$ 688.02 12/03/2007 S 89 D \$ 688.01 12/03/2007 S 7,641 D \$ 688 12/03/2007 S 89 D \$ 687.05 12/03/2007 S 6,735 D \$ 686.51 12/03/2007 S 89 D \$ 686.51	12/03/2007 S 2,666 D \$ 690 20,193 12/03/2007 S 2,666 D \$ 689 17,527 12/03/2007 S 906 D \$ 688.5 16,621 12/03/2007 S 178 D \$ 688.5 16,621 12/03/2007 S 443 D \$ 688.2 16,443 12/03/2007 S 90 D \$ 688.19 16,000 12/03/2007 S 89 D \$ 688.16 15,910 12/03/2007 S 89 D \$ 688.01 15,732 12/03/2007 S 7,641 D \$ 688 8,091 12/03/2007 S 89 D \$ 687.05 8,002 12/03/2007 S 6,735 D \$ 687 1,267 12/03/2007 S 89 D \$ 686.51 1,178 12/03/2007 S 89 D \$ 686.51 1,178

Edgar Filing: Google Inc. - Form 4

Class A Common Stock (1)	12/03/2007	S	178	D	\$ 686.48	822	D	
Class A Common Stock (1)	12/03/2007	S	222	D	\$ 686.36	600	D	
Class A Common Stock (1)	12/03/2007	S	178	D	\$ 686.35	422	D	
Class A Common Stock (1)	12/03/2007	S	422	D	\$ 686.25	0	D	
Class A Common Stock						18,656	I	Chad A. Byers Trust
Class A Common Stock						1,172	I	Byers Trust Dtd 7/25/86
Class A Common Stock						18,656	I	Blake H. Byers Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	12/03/2007		C		43,475	(2)	(3)	Class A Common Stock	43,475
Class B Common Stock	\$ 0						(2)	(3)	Class A Common Stock	1,775,751

Edgar Filing: Google Inc. - Form 4

Class B Common Stock	\$ 0	(2)	(3)	Class A Common Stock	146,616
Class B Common Stock	\$ 0	(2)	(3)	Class A Common Stock	1,348

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS	X					
2750 SAND HILL ROAD MENLO PARK, CA 94025	Α					

Signatures

/s/ Rumit Kanakia, attorney-in-fact for L. John
Doerr

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 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.
- (2) There is no exercisable date for the Issuer's Class B Common Stock.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 4