

Google Inc.
Form 4
September 06, 2007

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOERR L JOHN

(Last) (First) (Middle)

**C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
09/04/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock ⁽³⁾	09/04/2007		C		57,350	A	\$ 0 57,350
Class A Common Stock ⁽³⁾	09/04/2007		S		325	D	\$ 528 57,025
Class A Common Stock ⁽³⁾	09/04/2007		S		178	D	\$ 526.62 56,847
Class A	09/04/2007		S		89	D	\$ 56,758

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Common Stock ⁽³⁾					526.61		
Class A Common Stock ⁽³⁾	09/04/2007	S	89	D	\$ 526.6	56,669	D
Class A Common Stock ⁽³⁾	09/04/2007	S	178	D	\$ 526.59	56,491	D
Class A Common Stock ⁽³⁾	09/04/2007	S	394	D	\$ 526.58	56,097	D
Class A Common Stock ⁽³⁾	09/04/2007	S	1,982	D	\$ 526.57	54,115	D
Class A Common Stock ⁽³⁾	09/04/2007	S	622	D	\$ 526.56	53,493	D
Class A Common Stock ⁽³⁾	09/04/2007	S	23	D	\$ 526.55	53,470	D
Class A Common Stock ⁽³⁾	09/04/2007	S	1,599	D	\$ 526.25	51,871	D
Class A Common Stock ⁽³⁾	09/04/2007	S	178	D	\$ 526.02	51,693	D
Class A Common Stock ⁽³⁾	09/04/2007	S	6,930	D	\$ 526	44,763	D
Class A Common Stock ⁽³⁾	09/04/2007	S	355	D	\$ 525.05	44,408	D
Class A Common Stock ⁽³⁾	09/04/2007	S	430	D	\$ 525.04	43,978	D
Class A Common Stock ⁽³⁾	09/04/2007	S	177	D	\$ 525.03	43,801	D
Class A Common Stock ⁽³⁾	09/04/2007	S	4,441	D	\$ 524	39,360	D
Class A Common Stock ⁽³⁾	09/04/2007	S	7,463	D	\$ 523.5	31,897	D

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Class A Common Stock ⁽³⁾	09/04/2007	S	13,080	D	\$ 523	18,817	D	
Class A Common Stock ⁽³⁾	09/04/2007	S	178	D	\$ 522.58	18,639	D	
Class A Common Stock ⁽³⁾	09/04/2007	S	267	D	\$ 522.57	18,372	D	
Class A Common Stock ⁽³⁾	09/04/2007	S	178	D	\$ 522.56	18,194	D	
Class A Common Stock ⁽³⁾	09/04/2007	S	267	D	\$ 522.55	17,927	D	
Class A Common Stock ⁽³⁾	09/04/2007	S	9,220	D	\$ 522.5	8,707	D	
Class A Common Stock ⁽³⁾	09/04/2007	S	1,777	D	\$ 522.25	6,930	D	
Class A Common Stock ⁽³⁾	09/04/2007	S	355	D	\$ 521.46	6,575	D	
Class A Common Stock ⁽³⁾	09/04/2007	S	178	D	\$ 521.44	6,397	D	
Class A Common Stock						1,172	I	Byers Trust Dtd 7/25/86
Class A Common Stock						18,656	I	Chad A. Byers Trust
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)

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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 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	09/04/2007		C		57,350		(2)	(1)	Class A Common Stock	57,350
Class B Common Stock	\$ 0							(2)	(1)	Class A Common Stock	1,775,751
Class B Common Stock	\$ 0							(2)	(1)	Class A Common Stock	161,616
Class B Common Stock	\$ 0							(2)	(1)	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 2750 SAND HILL ROAD MENLO PARK, CA 94025	X			

Signatures

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

09/06/2007

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

Remarks:

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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.

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