

Google Inc.
Form 4
October 31, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2011

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)

Executive Chairman of Board

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 (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock ⁽¹⁾	10/27/2011		C		12,139	A	\$ 0
					12,139	I	
Class A Common Stock ⁽¹⁾	10/27/2011		S		1,064	D	\$ 600
					11,075	I	
Class A Common Stock ⁽¹⁾	10/27/2011		S		8,858	D	\$ 600.4562
					2,217	I	⁽²⁾
Class A Common	10/27/2011		S		2,217	D	\$ 601.1547
					0	I	

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Stock ⁽¹⁾					⁽³⁾			II
Class A Common Stock ⁽¹⁾	10/27/2011	C	23,048	A	\$ 0	23,048	I	By Trust
Class A Common Stock ⁽¹⁾	10/27/2011	S	2,020	D	\$ 600	21,028	I	By Trust
Class A Common Stock ⁽¹⁾	10/27/2011	S	16,820	D	\$ 600.4562 ⁽²⁾	4,208	I	By Trust
Class A Common Stock ⁽¹⁾	10/27/2011	S	4,208	D	\$ 601.1547 ⁽³⁾	0	I	By Trust
Class A Common Stock	10/27/2011	S	516	D	\$ 600	52,854	I	By Family Foundation
Class A Common Stock	10/27/2011	S	4,297	D	\$ 600.4562 ⁽²⁾	48,557	I	By Family Foundation
Class A Common Stock	10/27/2011	S	1,075	D	\$ 601.1547 ⁽³⁾	47,482	I	By Family Foundation
Class A Common Stock ⁽¹⁾	10/28/2011	C	1,028	A	\$ 0	1,028	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/28/2011	S	741	D	\$ 600	287	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/28/2011	S	287	D	\$ 600.1433 ⁽²⁾	0	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/28/2011	C	1,952	A	\$ 0	1,952	I	By Trust
Class A Common Stock ⁽¹⁾	10/28/2011	S	1,407	D	\$ 600	545	I	By Trust
Class A Common Stock ⁽¹⁾	10/28/2011	S	545	D	\$ 600.1433 ⁽²⁾	0	I	By Trust
Class A Common Stock	10/28/2011	S	360	D	\$ 600	47,122	I	By Family Foundation

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Class A Common Stock	10/28/2011	S	139	D	\$ 600.1433 (2)	46,983	I	By Family Foundation
Google Stock Unit (4)						90,920	D	

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

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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 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	10/27/2011		C	12,139	(5)	(6)	Class A Common Stock	12,139
Class B Common Stock	\$ 0	10/27/2011		C	23,048	(5)	(6)	Class A Common Stock	23,048
Class B Common Stock	\$ 0	10/28/2011		C	1,028	(5)	(6)	Class A Common Stock	1,028
Class B Common Stock	\$ 0	10/28/2011		C	1,952	(5)	(6)	Class A Common Stock	1,952
Class B Common Stock	\$ 0					(5)	(6)	Class A Common Stock	1,194,300
Class B Common Stock	\$ 0					(5)	(6)	Class A Common Stock	274,092
Option To Purchase	\$ 612					(7)	02/02/2021	Class A Common Stock	181,840

