

Kordestani Omid
Form 4
October 03, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

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

SVP, World Wide Sales/Oper.

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock ⁽⁴⁾	10/01/2007		C	V 6,000 A \$ 0	6,000	D	
Class A Common Stock ⁽⁴⁾	10/01/2007		G	V 6,000 D \$ 0	0	D	
Class A Common Stock	10/01/2007		G	V 6,000 A \$ 0	401,148	I	By Trust I
Class A Common	10/01/2007		S	100 D \$ 570.85	401,048	I	By Trust I

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Stock								
Class A Common Stock	10/01/2007	S	400	D	\$ 571	400,648	I	By Trust I
Class A Common Stock	10/01/2007	S	300	D	\$ 576.21	400,348	I	By Trust I
Class A Common Stock	10/01/2007	S	200	D	\$ 576.72	400,148	I	By Trust I
Class A Common Stock	10/01/2007	S	200	D	\$ 576.96	399,948	I	By Trust I
Class A Common Stock	10/01/2007	S	300	D	\$ 577.24	399,648	I	By Trust I
Class A Common Stock	10/01/2007	S	400	D	\$ 577.26	399,248	I	By Trust I
Class A Common Stock	10/01/2007	S	400	D	\$ 577.42	398,848	I	By Trust I
Class A Common Stock	10/01/2007	S	400	D	\$ 577.98	398,448	I	By Trust I
Class A Common Stock	10/01/2007	S	200	D	\$ 578.12	398,248	I	By Trust I
Class A Common Stock	10/01/2007	S	100	D	\$ 578.14	398,148	I	By Trust I
Class A Common Stock	10/01/2007	S	300	D	\$ 578.17	397,848	I	By Trust I
Class A Common Stock	10/01/2007	S	400	D	\$ 578.26	397,448	I	By Trust I
Class A Common Stock	10/01/2007	S	200	D	\$ 578.64	397,248	I	By Trust I
Class A Common Stock	10/01/2007	S	300	D	\$ 579.75	396,948	I	By Trust I

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Class A Common Stock	10/01/2007		S	200	D	\$ 580.77	396,748	I	By Trust I
Class A Common Stock	10/01/2007		S	200	D	\$ 581.11	396,548	I	By Trust I
Class A Common Stock	10/01/2007		S	100	D	\$ 581.16	396,448	I	By Trust I
Class A Common Stock	10/01/2007		S	200	D	\$ 581.7	396,248	I	By Trust I
Class A Common Stock	10/01/2007		S	200	D	\$ 581.88	396,048	I	By Trust I
Class A Common Stock	10/01/2007		S	100	D	\$ 581.92	395,948	I	By Trust I
Class A Common Stock	10/01/2007		S	200	D	\$ 582.15	395,748	I	By Trust I
Class A Common Stock	10/01/2007		S	100	D	\$ 582.21	395,648	I	By Trust I
Class A Common Stock	10/01/2007		S	200	D	\$ 582.65	395,448	I	By Trust I
Class A Common Stock	10/01/2007		S	300	D	\$ 583.99	395,148	I	By Trust I
Google Stock Unit (5)							25,000	D	

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	10/01/2007	M	6,000					<u>(2)</u>	<u>(1)</u>	Class A Common Stock	6,000
Option To Purchase Class B Common Stock	\$ 0.3	10/01/2007	M	6,000					<u>(3)</u>	05/06/2012	Class B Common Stock	6,000
Class B Common Stock	\$ 0	10/01/2007	C	6,000					<u>(2)</u>	<u>(1)</u>	Class A Common Stock	6,000
Option To Purchase Class A Common Stock	\$ 448.23								<u>(6)</u>	03/01/2017	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kordestani Omid C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP, World Wide Sales/Oper.	

Signatures

/s/ Rumit Kanakia, attorney-in-fact for Omid Kordestani
 10/03/2007
 **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.

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- (3) Option vests and becomes exercisable as to 1/5th of the shares on May 3, 2003 and 1/60th of the shares each month thereafter.
- (4) Each share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at election of reporting person.
The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of the GSUs shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (5) 1/4th of the Options shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the options are fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

Form 4 Filing 2 of 2 (continuation report): Related transactions effected by the Reporting Person on September 4, 2007 are rep

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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