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Google Inc. Form SC 13G February 09, 2005

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Google Inc. (Name of Issuer)

Class A Common Stock (Title of Class of Securities)

38259P508 (CUSIP Number)

December 31, 2004
Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[]	Rule 13d-1(b)
[X]	Rule 13d-1(c)
[]	Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUS	IP NO. 38259P:	508		13G	Page 2 of 21 Pages
			OF REPORTING PERSON		
		S.S. OI	R I.R.S. IDENTIFICATION	NO. OF ABOVE PERSON	
			l Limited Partnership		
	2.	CHEC	K THE APPROPRIATE BO	X IF A MEMBER OF A GROUP (a)	ý
				(b)	0
	3.	SEC U	SE ONLY		
			ENSHIP OR PLACE OF OR	GANIZATION	
	NUMBI		s limited partnership 5.	SOLE VOTING POWER	
	SHARES BENEFICIALLY OWNED BY			0	
			6.	SHARED VOTING POWER	l .
	EAC			34 shares of Class A Comm	on Stock
	REPOR			0 1 31.01 05 01 01.05 11 00.1111	
	PERSON WITH			26,508 Call Options (exerci Stock)	sable for 2,650,800 shares of Class A Commo
			7.	SOLE DISPOSITIVE POWI	ER
			8.	O SHARED DISPOSITIVE PO	OWER
9.	AGGREGAT	E AMO	OUNT BENEFICIALLY OW	See Row 6 above. VNED BY EACH REPORTING P	ERSON
	See Row 6 al	bove.			
10.	CHECK BOX		IE AGGREGATE AMOUNT	Γ IN ROW (9) EXCLUDES	0
11.			SS REPRESENTED BY AM	MOUNT IN ROW (9)	v
	Annrovimet	olw 4.60	% os of Dogombor 21, 2004	(based on 57 957 192 shares of (lace A Common Stock issued and outstanding

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON **PN; HC**

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1.	NAME OF REPORTI	NG PERSON	
	S.S. OR I.R.S. IDENT	TFICATION N	NO. OF ABOVE PERSON
	GLB Partners, L.P.		
2.	,	DDIATE BOX	K IF A MEMBER OF A GROUP
۷.	CHECK THE ATTRO	TRIATE BOX	(a) ý
			(a) y (b) o
3.	SEC USE ONLY		(6)
4.	CITIZENSHIP OR PL	ACE OF ORG	GANIZATION
	Delaware limited par		
NUI	MBER OF	5.	SOLE VOTING POWER
S	HARES		0
BENE	EFICIALLY	6.	SHARED VOTING POWER
OW	NED BY		
]	EACH		34 shares of Class A Common Stock
REI	PORTING		
P	ERSON		26,508 Call Options (exercisable for 2,650,800 shares of
	WITH		Stock)

See Row 6 above.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.

7.

8.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

12. TYPE OF REPORTING PERSON

PN; HC

CUSIP NO. 38259P508

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CUSIP NO. 38	259P508		13G	Page 4 of 21 Pages
1	NAME	OF DEPODEING DEDGO	NI	
1.		OF REPORTING PERSO	N NO. OF ABOVE PERSON	
	S.S. O	(I.K.S. IDENTIFICATION	NO. OF ABOVE PERSON	
	Citada	I Investment Crown I I	C	
2.		I Investment Group, L.L.	C. OX IF A MEMBER OF A GROU	D.
۷.	СПЕС	X THE APPROPRIATE D	(a)	
			(b)	ý o
3.	SEC II	SE ONLY	(b)	O
3.	SEC 0	SE ONE I		
4.	CITIZI	ENSHIP OR PLACE OF O	RGANIZATION	
		are limited liability compa		
NUMBER OF		5.	SOLE VOTING POWER	
	SHARES		0	
BEN	NEFICIALLY	6.	SHARED VOTING POWE	ER
O	WNED BY			
	EACH		34 shares of Class A Com	mon Stock
REPORTING PERSON			0 1 51141 05 01 014155 11 00111	
			26,508 Call Options (exerc	cisable for 2,650,800 shares of Class A Co
	WITH		Stock)	, ,
		7.	SOLE DISPOSITIVE POW	VER
			0	
		8.	SHARED DISPOSITIVE P	OWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

See Row 6 above.

12. TYPE OF REPORTING PERSON **OO; HC**

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CUS	IP NO. 38259P508	1	13G	Page 5 of 21 Pages	
	1. NAME	OF REPORTING PERSON			
	S.S. O	R I.R.S. IDENTIFICATION N	O. OF ABOVE PERSON		
		th Griffin			
	2. CHEC	K THE APPROPRIATE BOX	IF A MEMBER OF A GROUP	,	
			(a)	ý	
	3. SEC U	SE ONLY	(b)	0	
	4. CITIZI U.S. C	ENSHIP OR PLACE OF ORG	ANIZATION		
	NUMBER OF	5.	SOLE VOTING POWER		
	SHARES		0		
	BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER		
	EACH		34 shares of Class A Commo	on Stock	
	REPORTING PERSON		26 500 G-11 O-4'(-1-1- 6 2 670 900 -1 6 61	A C
	WITH		Stock)	able for 2,650,800 shares of Class	A Common
		7.	SOLE DISPOSITIVE POWE	R	
		,.	0	· ·	
		8.	SHARED DISPOSITIVE PO' See Row 6 above.	WER	
9.	AGGREGATE AMO	OUNT BENEFICIALLY OWN	NED BY EACH REPORTING PE	ERSON	
	See Row 6 above.				
10.	CHECK BOX IF TH	IE AGGREGATE AMOUNT	IN ROW (9) EXCLUDES		

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

12. TYPE OF REPORTING PERSON

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

CERTAIN SHARES

IN; HC

11.

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CUSIP NO. 38259P508	13G	Page 6 of 21 Pages	

NAME OF REPORTING PERSON 1. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Citadel Wellington Partners L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP 2.

> (a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois limited partnership

NUMBER OF 5. SOLE VOTING POWER

SHARES

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY **EACH**

34 shares of Class A Common Stock REPORTING

PERSON

26,508 Call Options (exercisable for 2,650,800 shares of Class A Common WITH

Stock)

7. SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER 8.

See Row 6 above.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Row 6 above.

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

TYPE OF REPORTING PERSON 12.

PN; HC

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CUSIP NO. 38259P508		13G	Page 7 of 21 Pages	
1. NAME	E OF REPORTING PERSON			
S.S. O	R I.R.S. IDENTIFICATION N	NO. OF ABOVE PERSON		
	l Kensington Global Strateg			
2. CHEC	K THE APPROPRIATE BOX	(a)	ý	
		(b)	0	
3. SEC U	SE ONLY			
4 CITI7)		CANITATION		
	ENSHIP OR PLACE OF ORG Ida company	JANIZATION		
NUMBER OF	5.	SOLE VOTING POWER		
SHARES		0		
BENEFICIALLY	<i>i</i> 6.	SHARED VOTING POWER		
OWNED BY				
EACH		34 shares of Class A Commo	on Stock	
REPORTING PERSON		26 500 Call Oathana	-1.1. C 2 (50 000 -1	Class A. Cass
WITH		26,508 Call Options (exercisa Stock)	able for 2,050,800 shares of	Class A Common
	7.	SOLE DISPOSITIVE POWER	₹	
	• •		:=	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON See Row 6 above.

8.

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 4.6% as of December 31, 2004 (based on 57,857,182 shares of Class A Common Stock issued and outstanding as of October 31, 2004).

See Row 6 above.

SHARED DISPOSITIVE POWER

12. TYPE OF REPORTING PERSON CO; HC

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CUSIP NO. 38259P508	1	3G	Page 8 of 21 Pages	
	OF REPORTING PERSON	OF A DOME DEDGOM		
S.S. O	R I.R.S. IDENTIFICATION NO	O. OF ABOVE PERSON		
Citade	l Equity Fund Ltd.			
	K THE APPROPRIATE BOX II	F A MEMBER OF A GROUP		
		(a)	ý	
		(b)	0	
3. SEC U	SE ONLY			
4. CITIZI	ENSHIP OR PLACE OF ORGA	NIZATION		
	n Islands company			
NUMBER OF	5.	SOLE VOTING POWER		
SHARES		0		
BENEFICIALLY	6.	SHARED VOTING POWI	ER	
OWNED BY				
EACH		34 shares of Class A Com	mon Stock	
REPORTING				
PERSON			cisable for 2,650,800 shar	es of Class A
WITH		Common Stock)		
	7.	SOLE DISPOSITIVE POV	VER	
		0		
	8.	SHARED DISPOSITIVE I	POWER	
		See Row 6 above.		