

Google Inc.  
Form 8-K  
January 23, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**January 17, 2006**

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**GOOGLE INC.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**  
**(State or other jurisdiction  
of incorporation)**

**0-50726**  
**(Commission File Number)**

**77-0493581**  
**(IRS Employer  
Identification No.)**

**1600 Amphitheatre Parkway**  
**Mountain View, CA 94043**

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(Address of principal executive offices, including zip code)

(650) 253-4000

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On January 17, 2006, Google Inc. approved the annual base salaries (effective as of January 1, 2006) of Google's executive officers after a review of performance and competitive market data. The table below sets forth the annual base salary levels for 2005 and 2006 for the following executive officers of Google:

<u>NAME AND POSITION</u>	<u>YEAR</u>	<u>BASE SALARY</u>
Eric Schmidt	2006	\$ 1
Chairman of the Executive Committee and Chief Executive Officer	2005	\$ 1
Sergey Brin	2006	\$ 1
President of Technology	2005	\$ 1
Larry Page	2006	\$ 1
President of Products	2005	\$ 1
David Drummond	2006	\$ 250,000
Senior Vice President of Corporate Development and General Counsel	2005	\$ 175,000
Omid Kordestani	2006	\$ 250,000
Senior Vice President of Worldwide Sales and Field Operations	2005	\$ 175,000
George Reyes	2006	\$ 250,000
Senior Vice President and Chief Financial Officer	2005	\$ 175,000
Shona Brown	2006	\$ 250,000
Senior Vice President of Business Operations	2005	\$ 175,000

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GOOGLE INC.**

Date: January 23, 2006

/s/ Eric Schmidt

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Eric Schmidt

Chairman of the Executive Committee

and Chief Executive Officer