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)

\*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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1.		REPORTING PERSON R.S. IDENTIFICATION N	IO. OF ABOVE PERSON		
2.		mited Partnership HE APPROPRIATE BOX	IF A MEMBER OF A GRO	OUP	
			`	a) ý b) o	
3.	SEC USE (	ONLY		,	
4.		HIP OR PLACE OF ORG	SANIZATION		
	NUMBER OF	5.	SOLE VOTING POWE	R	
P	SHARES BENEFICIALLY	6.	0 SHARED VOTING PO	WER	
	OWNED BY EACH REPORTING		34 shares of Class A Co	ommon Stock	
	PERSON WITH		26,508 Call Options (ex Stock)	xercisable for 2,650,800 shares of Class	A Common
		7.	SOLE DISPOSITIVE P	OWER	
		8.	SHARED DISPOSITIV See Row 6 above.	E POWER	
		T BENEFICIALLY OW	NED BY EACH REPORTIN	NG PERSON	
10. CHE	<b>Row 6 above.</b> CCK BOX IF THE A TAIN SHARES	GGREGATE AMOUNT	IN ROW (9) EXCLUDES	0	
		REPRESENTED BY AMO	OUNT IN ROW (9)	Ü	

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			
1.	NAME	OF REPORTING	DEDSON		
1.				IO. OF ABOVE PERSON	
2.		<b>Partners, L.P.</b> K THE APPROPR	LIATE BOX	IF A MEMBER OF A GROUP	
	crize.			(a) (b)	ý o
3.	SEC U	SE ONLY			
4.		ENSHIP OR PLAC		SANIZATION	
	UMBER OF	-	5.	SOLE VOTING POWER	
	SHARES	_		0	
	NEFICIALLY WNED BY	,	6.	SHARED VOTING POWER	
Ü	EACH			24 shows of Class A. Commo	- C4 a al-
RI	EPORTING			34 shares of Class A Common	n Stock
	PERSON			26,508 Call Options (exercisa	able for 2.650.800 shares o
	WITH			Stock)	

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).

See Row 6 above.

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

12. TYPE OF REPORTING PERSON

PN; HC

CUSIP NO. 38259P508

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CUSIP NO. 38259P508		13G	Page 4 of 21 Pages
	E OF REPORTING PERSON		
S.S. (	R I.R.S. IDENTIFICATION N	O. OF ABOVE PERSON	
Qt.			
	el Investment Group, L.L.C.	TIE A MEMBER OF A CROUP	
2. CHEC	K THE APPROPRIATE BOX	(a)	Ú
		(a) (b)	ý o
3. SEC	JSE ONLY	(0)	Ü
4. CITIZ	ENSHIP OR PLACE OF ORC	GANIZATION	
Delay	are limited liability company	<b>y</b>	
NUMBER OF	5.	SOLE VOTING POWER	
SHARES		0	
BENEFICIALL	Y 6.	SHARED VOTING POWER	
OWNED BY EACH			
REPORTING		34 shares of Class A Commo	on Stock
PERSON		26 500 6 11 0 41	11 6 2 (50 000 1 6 01 4 0
WITH			able for 2,650,800 shares of Class A Common
***************************************	7.	Stock) SOLE DISPOSITIVE POWE	D
	/.	0	IX.
	8.	SHARED DISPOSITIVE PO	WER
	<b>.</b> .	See Row 6 above.	

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).

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

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CUS	IP NO. 38259P508	-	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 REPORTING		34 shares of Class A Commo	on Stock
	PERSON		26 500 6 11 6 43 4	11 6 2 6 0 0 0 1 6 0 1 6 0
	WITH		Stock)	able for 2,650,800 shares of Class A Comm
		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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					- 1.61
1.	NAME	E OF REPORTING	G PERSON		
	S.S. OI	R I.R.S. IDENTIF	ICATION N	NO. OF ABOVE PERSON	
2.		l <b>Kensington Glo</b> K THE APPROPF	_	ies Fund Ltd. IF A MEMBER OF A GROUP	
				(a)	ý
3.	SEC U	SE ONLY		(b)	О
4.		ENSHIP OR PLA	CE OF ORC	SANIZATION	
		ida company			
	UMBER OF		5.	SOLE VOTING POWER	
	SHARES	_		0	
	NEFICIALLY	(	6.	SHARED VOTING POWER	
O	WNED BY				
ъ.	EACH			34 shares of Class A Commo	n Stock
	EPORTING				
	PERSON			26,508 Call Options (exercisa	able for 2,650,800 shares
	WITH			Stock)	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7.

8.

See Row 6 above.

CUSIP NO. 38259P508

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.

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

12. TYPE OF REPORTING PERSON CO; HC

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CUS	IP NO. 38259P508	1	13G	Page 8 of 21 Pages	
		OF REPORTING PERSON			
	S.S. O	R I.R.S. IDENTIFICATION N	O. OF ABOVE PERSON		
	Citade	l Equity Fund Ltd.			
			IF A MEMBER OF A GROUP		
			(a)	ý	
	3. SEC U	SE ONLY	(b)	0	
	4 CVTVZ		ANTZATION		
		ENSHIP OR PLACE OF ORG an Islands company	ANIZATION		
	NUMBER OF	5.	SOLE VOTING POWER		
	SHARES		0		
	BENEFICIALLY	6.	SHARED VOTING POWER		
	OWNED BY EACH		34 shares of Class A Commo	C4I-	
	REPORTING		54 snares of Class A Commo	on Stock	
	PERSON		26,508 Call Options (exercis	able for 2,650,800 shares of Class A Cor	nmon
	WITH		Stock)		
		7.	SOLE DISPOSITIVE POWE	R	
		8.	0 SHARED DISPOSITIVE PO'	WED	
		0.	See Row 6 above.	WER	
9.		OUNT BENEFICIALLY OWN	NED BY EACH REPORTING PE	ERSON	
10	See Row 6 above.	IE ACCDECATE AMOUNTS	NI DOW (0) EVOLUDES		
10.	CHECK BOX IF TH	IE AGGREGATE AMOUNT	IN KOW (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** 

CO

11.

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CUSIP NO. 38259P508		13G	Page 9 of 21 Pages
	OF REPORTING PERSON		
S.S. OF	R I.R.S. IDENTIFICATION N	NO. OF ABOVE PERSON	
Citadel	Credit Products Ltd.		
2. CHECH	X THE APPROPRIATE BOX	X IF A MEMBER OF A GROUP	
		(a)	ý
2 SECTI	SE ONI V	(b)	0
3. SEC US	SE ONLY		
4. CITIZE	NSHIP OR PLACE OF ORC	GANIZATION	
•	n Islands company		
NUMBER OF	5.	SOLE VOTING POWER	
SHARES			
BENEFICIALLY OWNED BY	6.	SHARED VOTING POWER	
EACH		24.1 6.01 4.0	G. I
REPORTING		34 shares of Class A Comm	on Stock
PERSON		26 508 Call Ontions (evercis	sable for 2,650,800 shares of Class A Commo
WITH		Stock)	sable for 2,050,000 shares of class A commo
	7.	SOLE DISPOSITIVE POWE	ER
		0	
	8.	SHARED DISPOSITIVE PO	WER
		See Row 6 above.	
	OUNT BENEFICIALLY OW	NED BY EACH REPORTING P	ERSON
See Row 6 above.	E ACCDECATE AMOUNT	IN DOW (0) EVOLUDES	
10. CHECK BOX IF TH CERTAIN SHARES	E AGGREGATE AMOUNT	IN KOW (9) EXCLUDES	0
	SS REPRESENTED BY AM	OUNT IN ROW (9)	0

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 CO; HC

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CUSIP NO. 38259P508	13G	Page 10 of 21 Pages

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

Citadel Credit Trading Ltd.

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

> (a) (b)

SEC USE ONLY 3.

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands company

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.

 $\mathbf{CO}$ 

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CUSIP NO. 38259P508		13G	Page 11 of 21 Pages	
	E OF REPORTING PERSON R I.R.S. IDENTIFICATION N	NO. OF ABOVE PERSON		
	el Jackson Investment Fund			
2. CHEC	K THE APPROPRIATE BOX	(a)	ý	
		(b)	0	
3. SEC U	SE ONLY			
.,	ENSHIP OR PLACE OF ORC	GANIZATION		
•	an Islands company			
NUMBER OF	5.	SOLE VOTING POWER		
SHARES		0		
BENEFICIALL' OWNED BY	Y 6.	SHARED VOTING POWER		
EACH				
REPORTING		34 shares of Class A Commo	n Stock	
PERSON		26,508 Call Options (exercise	able for 2 650 800 charge of	Class A Common
WITH		Stock)	able 101 2,050,000 shares 01	Class A Common
	7.	SOLE DISPOSITIVE POWER	3	
		0		
	8.	SHARED DISPOSITIVE POV See Row 6 above.	WER	
9. AGGREGATE AM	OUNT BENEFICIALLY OW	NED BY EACH REPORTING PE	RSON	
See Row 6 above.				
	HE AGGREGATE AMOUNT	IN ROW (9) EXCLUDES		
CERTAIN SHARES	S .SS REPRESENTED BY AM	OUNT IN ROW (0)		0
11. TERCENT OF CLA	SO KLIKESENTED DI AM	00111 II KOW (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).

12. TYPE OF REPORTING PERSON CO; HC

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CUSIP NO. 38259P508	13G	Page 12 of 21 Pages	

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

Citadel Wellington Partners L.P. SE

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

> (a) (b)

SEC USE ONLY 3.

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware limited partnership** 

NUMBER OF 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).

12. TYPE OF REPORTING PERSON

PN; HC

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1.	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Citadel Derivatives Group LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) ý	

13G

3. SEC USE ONLY

CUSIP NO. 38259P508

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

NUMBER OF 5. SOLE VOTING POWER

SHARES **0**BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY EACH

34 shares of Class A Common Stock

REPORTING PERSON WITH

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

(b)

Page 13 of 21 Pages

Stock)

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

See Row 6 above.

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).

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

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CUSIP NO. 38259P508		13G	Page 14 of 21 Pages
	E OF REPORTING PERSON OR I.R.S. IDENTIFICATION N	NO. OF ABOVE PERSON	
	el Antaeus International Inve CK THE APPROPRIATE BOX	estments Ltd. If A MEMBER OF A GROUP	
		(a) (b)	ý
3. SEC	JSE ONLY	(0)	C .
	ZENSHIP OR PLACE OF ORC	GANIZATION	
NUMBER O		SOLE VOTING POWER	
SHARES		0	
BENEFICIAL	Y 6.	SHARED VOTING POWER	
OWNED BY			
EACH		34 shares of Class A Commo	on Stock
REPORTING			
PERSON		26,508 Call Options (exercise	able for 2,650,800 shares of Class A Common
WITH		Stock)	
	7.	SOLE DISPOSITIVE POWE	R
		0	
	8.	SHARED DISPOSITIVE PO	WER
		See Row 6 above.	

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).

12. TYPE OF REPORTING PERSON CO; HC

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Item 1(a) Name of Issuer: GOOGLE INC.

1(b) Address of Issuer s Principal Executive Offices:

1600 Amphitheatre Parkway Mountain View, CA 94043

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Citadel Limited Partnership 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

GLB Partners, L.P. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company

Kenneth Griffin 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 U.S. Citizen

Citadel Wellington Partners L.P. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Illinois limited partnership

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Citadel Wellington Partners L.P. SE c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited partnership

Citadel Antaeus International Investments Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Kensington Global Strategies Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Bermuda company

Citadel Equity Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Credit Trading Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

Citadel Credit Products Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company

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CUSIP N	NO. 38259P5	08	13G	Page 17 of 21 Pages
			Citadel Jackson Investment Fund Ltd. c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Cayman Islands company  Citadel Derivatives Group LLC c/o Citadel Investment Group, L.L.C. 131 S. Dearborn Street 32nd Floor Chicago, Illinois 60603 Delaware limited liability company	
2(d)			Securities:	
• ( )			, par value \$0.001 per share	
2(e)		Number:		/
Item 3	If this	statement	is filed pursuant to Rules 13d-1(b), or 13d-2(b) or	or (c), check whether the person filing is a:
	(a)	[]	Broker or dealer registered under Section 15 o	f the Exchange Act;
	(b)	[]	Bank as defined in Section 3(a)(6) of the Exch	nange Act;
	(c)	[]	Insurance company as defined in Section 3(a)(	(19) of the Exchange Act;
	(d)	[]	Investment company registered under Section	8 of the Investment Company Act;
	(e)	[]	An investment adviser in accordance with Rul	e 13d-1(b)(1)(ii)(E);
	(f)	[_]	An employee benefit plan or endowment fund	in accordance with Rule 13d-1(b)(1)(ii)(F)
	(g)	[_]	A parent holding company or control person in	n accordance with Rule 13d-1(b)(1)(ii)(G);
	(h)	[_]	A savings association as defined in Section 3(l	b) of the Federal Deposit Insurance Act;
	(i)	[_]	A church plan that is excluded from the definithe Investment Company Act;	tion of an investment company under Section

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CUSIP NO. 38259	P508	13G	Page 18 of 21 Pages
(j)	[_]	Group, in accordance with Ru	le 13d-1(b)(1)(ii)(J).
If this statement is filed	d pursuan	at to Rule 13d-1(c), check this box.	ý
Item 4 Own	nership:		
CITADEL KENSING CITADEL EQUITY CITADEL CREDIT CITADEL CREDIT	.P. MENT GI N GTON P. GTON P. S INTER GTON GI FUND L' TRADIN PRODU( N INVES	ROUP, L.L.C.  ARTNERS L.P.  ARTNERS L.P. SE  RNATIONAL INVESTMENTS L.  LOBAL STRATEGIES FUND L.  TD.  IG LTD.  CTS LTD.  STMENT FUND LTD.	
(a)	A	amount beneficially owned:	
34 shares of Class A C	Common S	Stock	
26,508 Call Options (e	exercisable	e for 2,650,800 shares of Class A Co	ommon Stock)
(b)	P	ercent of Class:	
Approximately 4.6% a 2004).	s of Dece	ember 31, 2004 (based on 57,857,18	2 shares of Class A Common Stock issued and outstanding as of October 31
(c)	N	Number of shares as to which such po	erson has:
	(i	i)	sole power to vote or to direct the vote:
			0
	(i	ii)	shared power to vote or to direct the vote:
			See item (a) above.
	(i	iii)	sole power to dispose or to direct the disposition of:
			0
	(i	v)	shared power to dispose or to direct the disposition of:

See item (a) above.

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Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:  $\acute{V}$ 

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent

Holding Company:

See Item 2 above.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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<sup>\*</sup> Mathew B. Hinerfeld is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on February 4, 2005, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Limited Partnership on Schedule 13G/A for Komag, Incorporated.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 8th day of February, 2005

#### KENNETH GRIFFIN

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, attorney-in-fact\*

#### CITADEL LIMITED PARTNERSHIP

By: GLB Partners, L.P., its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### GLB PARTNERS, L.P.

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

# CITADEL ANTAEUS INTERNATIONAL INVESTMENTS LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ Matthew B. Hinerfeld
Matthew B. Hinerfeld, Managing

Director and Deputy General Counsel

#### CITADEL CREDIT PRODUCTS LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

# CITADEL JACKSON INVESTMENT FUND LTD.

By: Citadel Limited Partnership,

its Portfolio Manager

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

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## CITADEL WELLINGTON PARTNERS

By: Citadel Limited Partnership,

its General Partner

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

# CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

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By: GLB Partners, L.P.,

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By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

# CITADEL WELLINGTON PARTNERS L.P. SE

By: Citadel Limited Partnership,

its General Partner

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director

and Deputy General Counsel

#### CITADEL CREDIT TRADING LTD.

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By: GLB Partners, L.P., its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership,

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By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

#### CITADEL DERIVATIVES GROUP LLC

By: Citadel Limited Partnership,

its Managing Member

By: GLB Partners, L.P.,

its General Partner

By: Citadel Investment Group, L.L.C.,

its General Partner

By: /s/ Matthew B. Hinerfeld

Matthew B. Hinerfeld, Managing Director and Deputy General Counsel

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