

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Hennessy John L.</u>  (Last) (First) (Middle) C/O ALPHABET INC. 1600 AMPHITHEATRE PKWY  (Street) MOUNTAIN CA 94043 VIEW CA 94043  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alphabet Inc. [ GOOGL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/14/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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)
			Code	V	Amount	(A) or (D)	Price			
Class C Capital Stock	04/14/2025		S		60	D	\$160.6193 <sup>(1)</sup>	7,753	I	By Trust
Class C Capital Stock	04/14/2025		S		50	D	\$161.605 <sup>(2)</sup>	7,703	I	By Trust
Class C Capital Stock	04/14/2025		S		50	D	\$162.3905 <sup>(3)</sup>	7,653	I	By Trust
Class C Capital Stock	04/14/2025		S		40	D	\$163.5521 <sup>(4)</sup>	7,613	I	By Trust
Class A Common Stock								21,824	I	By Trust
Class C Capital Stock								629	D	
Class C Google Stock Units <sup>(5)</sup>								261	D	
Class C Google Stock Units <sup>(6)</sup>								1,406	D	
Class C Google Stock Units <sup>(7)</sup>								2,293	D	
Class C Google Stock Units <sup>(8)</sup>								2,275	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$160.17 to \$160.99, inclusive. The Reporting Person undertakes to provide to any security holder of Alphabet Inc. or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (4) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$161.25 to \$161.99, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$162.05 to \$162.78, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$163.33 to \$163.86, inclusive.
- The Class C Google Stock Units entitle the Reporting Person to receive one share of Alphabet Inc. Class C Capital Stock for each share underlying the GSU as GSU vests. 1/48th of the GSUs will vest on July 25, 2021 and an additional 1/48th of the GSUs will vest quarterly thereafter until the GSUs are fully vested, subject to continued employment on the applicable vesting dates.
- 1/48th of GSU grant vested on July 25, 2022 and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- 1/48th of GSU grant vested on July 25, 2023 and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- 1/48 of GSUs will vest on the 25th day of each month following the grant date for 31 months and on the 1st day of each month for the following 17 months, subject to continued employment on such vesting dates.

**Remarks:**

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the John L. Hennessy and Andrea J. Hennessy Revocable Trust UAD 10/22/93 on November 5, 2024.

/s/ Valentina Margulis, as  
Attorney-in-Fact for John L. Hennessy     04/14/2025

\*\* Signature of Reporting Person     Date

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

\* 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).

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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