

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

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) <u>C/O ALPHABET INC.</u> <u>1600 AMPHITHEATRE PKWY</u> (Street) <u>MOUNTAIN</u> <u>CA</u> <u>94043</u> <u>VIEW</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alphabet Inc. [GOOGL]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/13/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	03/13/2025		S		60	D	\$164.6145 ⁽¹⁾	7,953	I	By The John L. Hennessy and Andrea J. Hennessy Revocable Trust UAD 10/22/93
Class C Capital Stock	03/13/2025		S		99	D	\$165.5731 ⁽²⁾	7,854	I	By The John L. Hennessy and Andrea J. Hennessy Revocable Trust UAD 10/22/93
Class C Capital Stock	03/13/2025		S		31	D	\$166.3685 ⁽³⁾	7,823	I	By The John L. Hennessy and Andrea J. Hennessy Revocable Trust UAD 10/22/93

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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	03/13/2025		S		10	D	\$168.05	7,813	I	By The John L. Hennessy and Andrea J. Hennessy Revocable Trust UAD 10/22/93
Class A Common Stock								21,824	I	By The John L. Hennessy and Andrea J. Hennessy Revocable Trust UAD 10/22/93
Class C Capital Stock								324	D	
Class C Google Stock Units ⁽⁴⁾								341	D	
Class C Google Stock Units ⁽⁵⁾								1,485	D	
Class C Google Stock Units ⁽⁶⁾								2,376	D	
Class C Google Stock Units ⁽⁷⁾								2,330	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$164.32 to \$164.96. 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 (3) to this Form 4.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$165.15 to \$165.98, inclusive.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$166.01 to \$166.75, inclusive.
4. The Class C Google Stock Units (GSU) entitle the Reporting Person to receive one share of Alphabet Inc. Class C Capital Stock for each share underlying the GSU as GSU vest. 1/48th of GSU grant vested on July 25, 2021 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.
5. 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.
6. 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.
7. 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 03/13/2025

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.