

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>Shriram Kavitar Ram</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>01/31/2025</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 A Common Stock	01/31/2025		S		14,000	D	\$205	301,532	D	
Class A Common Stock	01/31/2025		S		12,000	D	\$205	288,400	I	By Spouse
Class A Common Stock								337,680	I	By Limited Partnership
Class A Common Stock								320,864	I	Ram Shriram TR UA 09/10/2021 2021 RS Irrevocable Trust ⁽¹⁾
Class A Common Stock								319,344	I	Vijay Shriram TR UA 09/10/2021 2021 VS Irrevocable Trust ⁽²⁾
Class A Common Stock								187,710	I	2022 RS Irrevocable Trust UAD 10/28/2022 ⁽³⁾
Class A Common Stock								187,710	I	2022 VS Irrevocable Trust UAD 10/28/2022 ⁽⁴⁾
Class C Capital Stock								187,710	I	2022 RS Irrevocable Trust UAD 10/28/2022 ⁽³⁾
Class C Capital Stock								187,710	I	2022 VS Irrevocable Trust UAD 10/28/2022 ⁽⁴⁾

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								319,344	I	Vijay Shriram TR UA 09/10/2021 2021 VS Irrevocable Trust ⁽²⁾
Class C Capital Stock								320,864	I	Ram Shriram TR UA 09/10/2021 2021 RS Irrevocable Trust ⁽¹⁾
Class C Capital Stock								338,600	I	By Limited Partnership
Class C Capital Stock								757,226	I	By Spouse
Class C Capital Stock								844,538 ⁽⁵⁾	D	
Class C Google Stock Units ⁽⁶⁾								301	D	
Class C Google Stock Units ⁽⁷⁾								1,124	D	
Class C Google Stock Units ⁽⁸⁾								1,723	D	
Class C Google Stock Units ⁽⁹⁾								1,673	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 Reporting Person is both trustee and sole annuitant of the Ram Shriram Trust UA 09/10/2021.

2. The Reporting Person's spouse is both trustee and sole annuitant of the Vijay Shriram Trust UA 09/10/2021.

3. The Reporting Person is trustee and beneficiary of the 2022 RS Irrevocable Trust UAD 10/28/2022.

4. The Reporting Person's spouse is trustee and beneficiary of the 2022 VS Irrevocable Trust UAD 10/28/2022.

5. Includes 3,057 shares of Class C capital stock issued upon vesting of Class C GSUs in 2024, the grant of which was previously reported on Form 4s.

6. The Google Stock Units (GSUs) 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 GSUs vested on July 25, 2021 and an additional 1/48th of GSUs will vest monthly thereafter until the GSUs are fully vested, subject to continued service on such vesting dates.

7. 1/48th of GSUs vested on July 25, 2022 and an additional 1/48th of GSUs vests on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

8. 1/48th of GSUs vested on July 25, 2023 and an additional 1/48th of GSUs vests on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

9. 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 service on the Board on the applicable vesting dates.

Remarks:

All transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 Trading Plans adopted by the Reporting Person and the Reporting Person's spouse on May 30, 2024.

/s/ Valentina Margulis, as
Attorney-in-Fact for K. Ram Shriram 01/31/2025
Shriram
 ** 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.