

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>Porat Ruth</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>02/21/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Chief Invs. Officer</u> 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	02/21/2025		S		5,855	D	\$181.6528 ⁽¹⁾	1,461,121	D	
Class C Capital Stock	02/21/2025		S		4,207	D	\$182.6487 ⁽²⁾	1,456,914	D	
Class C Capital Stock	02/21/2025		S		2,424	D	\$183.6868 ⁽³⁾	1,454,490	D	
Class C Capital Stock	02/21/2025		S		1,202	D	\$184.9258 ⁽⁴⁾	1,453,288	D	
Class C Capital Stock	02/21/2025		S		2,202	D	\$186.2063 ⁽⁵⁾	1,451,086	D	
Class C Capital Stock	02/21/2025		S		1,800	D	\$186.7967 ⁽⁶⁾	1,449,286	D	
Class C Google Stock Units ⁽⁷⁾								56,609	D	
Class C Google Stock Units ⁽⁸⁾								75,858	D	
Class C Capital Stock								120,000	I	The RAPP 2024 Irrevocable Trust ⁽⁹⁾
Class C Capital Stock								200,000	I	RAPP 2024 GT Trust One ⁽¹⁰⁾
Class C Capital Stock								175,000	I	RAPP 2024 GT Trust Two ⁽¹¹⁾

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		Date Exercisable	Expiration Date					

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 \$181.19 to \$182.18, inclusive. The Reporting Person undertakes to

- provide to any security holder of Alphabet Inc. or the staff of the 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 (6) 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 \$182.23 to \$183.22, inclusive.
 - 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$183.27 to \$184.26, inclusive.
 - 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$184.40 to \$185.39, inclusive.
 - 5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$185.53 to \$186.52, inclusive.
 - 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$186.53 to \$187.52, inclusive.
 - 7. Class C Google Stock Units (GSUs) entitle the Reporting Person to receive one share of Alphabet Inc. Class C capital stock for each share underlying the GSUs as each GSUs vests. 1/6th of the GSUs vested on June 25, 2023 and an additional 1/12th of the GSUs vests quarterly thereafter until the GSUs are fully vested, subject to continuing employment on the applicable vesting dates.
 - 8. 1/6th of the GSUs vested on June 25, 2024; 1/12th of the GSUs vested on September 25, 2024, and an additional 1/12th of the GSUs vests quarterly thereafter on the 25th day of the month until the GSUs are fully vested, subject to continued employment on the applicable vesting dates.
 - 9. The Reporting Person is the settlor, and the Reporting Person's spouse is a trustee of the RAPP 2024 Irrevocable Trust.
 - 10. The Reporting Person is the grantor and sole annuitant, and the Reporting Person's spouse is the sole trustee of the RAPP 2024 GP Trust One.
 - 11. The Reporting Person is the grantor and sole annuitant, and the Reporting Person's spouse is the sole trustee of the RAPP 2024 GP Trust Two.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on November 30, 2023.

/s/ Valentina Margulis, as
Attorney-in-Fact for Ruth M. Porat 02/21/2025
** 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.