

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.

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| 1. Name and Address of Reporting Person* <u>WALKER JOHN KENT</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>02/18/2025</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, Global Affairs, CLO</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 | 02/18/2025 | | S | | 3,280 | D | \$184.4019 ⁽¹⁾ | 57,521 | I | By Arete Trust, John Kent Walker and Diana Ruth Walsh, Trustees |
| Class C Capital Stock | 02/18/2025 | | S | | 8,208 | D | \$185.4251 ⁽²⁾ | 49,313 | I | By Arete Trust, John Kent Walker and Diana Ruth Walsh, Trustees |
| Class C Capital Stock | 02/18/2025 | | S | | 5,602 | D | \$186.1207 ⁽³⁾ | 43,711 | I | By Arete Trust, John Kent Walker and Diana Ruth Walsh, Trustees |

| 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 | 02/18/2025 | | S | | 600 | D | \$187.0467 ⁽⁴⁾ | 43,111 | I | By Arete Trust, John Kent Walker and Diana Ruth Walsh, Trustees |
| Class C Capital Stock | 02/19/2025 | | G | | 17,690 | A | \$0 | 60,801 | I | By Arete Trust, John Kent Walker and Diana Ruth Walsh, Trustees |
| Class C Capital Stock | 02/19/2025 | | G | | 17,690 | D | \$0 | 23,501 | D | |
| Class C Google Stock Units ⁽⁵⁾ | | | | | | | | 56,609 | D | |
| Class C Google Stock Units ⁽⁶⁾ | | | | | | | | 75,858 | 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 \$183.82 to \$183.81. 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 .
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$184.84 to \$185.83.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$185.87 to \$186.86.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$186.87 to \$187.86.
5. 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.
6. 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.

Remarks:

All sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on May 29, 2024.

/s/ Valentina Margulis, as
Attorney-in-Fact for John
Kent Walker

02/20/2025

** 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.