

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>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>03/25/2025</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	03/27/2025		S		11,764	D	\$166.8395	49,037	I	By Arete Trust, John Kent Walker and Diana Ruth Walsh, Trustees
Class C Capital Stock	03/25/2025		C <sup>(1)</sup>		17,782	A	\$0	41,283	D	
Class C Google Stock Units <sup>(2)</sup>	03/25/2025		C <sup>(1)</sup>		7,045	D	\$0	49,632	D	
Class C Google Stock Units <sup>(2)</sup>	03/25/2025		F <sup>(3)</sup>		7,124	D	\$169.93	42,508	D	
Class C Google Stock Units <sup>(4)</sup>	03/25/2025		C <sup>(1)</sup>		4,720	D	\$0	71,228	D	
Class C Google Stock Units <sup>(4)</sup>	03/25/2025		F <sup>(3)</sup>		4,773	D	\$0	66,455	D	
Class C Google Stock Units <sup>(5)</sup>	03/25/2025		F <sup>(3)</sup>		6,085	D	\$169.93	110,462	D	
Class C Google Stock Units <sup>(5)</sup>	03/25/2025		C <sup>(1)</sup>		6,017	D	\$0	104,444	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		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

Explanation of Responses:

1. Vesting of Google Stock Units ("GSUs") grant of which was previously reported in Form 4.
2. 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 GSU 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.
3. Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
4. 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.

**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.**