

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>Ashkenazi Anat</u> (Last) (First) (Middle) <u>C/O ALPHABET INC.</u> <u>1600 AMPHITHEATRE PRKW</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>03/05/2025</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>SVP, Chief Financial 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 | | | |
| <u>Class C Google Stock Units⁽¹⁾</u> | <u>03/05/2025</u> | | <u>A</u> | | <u>121,779</u> | <u>A</u> | <u>\$0</u> | <u>121,779</u> | <u>D</u> | |
| <u>Class C Google Stock Units⁽²⁾</u> | | | | | | | | <u>93,517</u> | <u>D</u> | |
| <u>Class C Google Stock Units⁽³⁾</u> | | | | | | | | <u>33,006</u> | <u>D</u> | |
| <u>Class C Capital Stock</u> | | | | | | | | <u>35,668</u> | <u>D</u> | |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

1. 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. The GSUs will vest as follows: (i) 15/136th of the grant will vest on each March 25, 2025, June 25, 2025, September 25, 2025 and December 25, 2025; (11) 19/272nd of the grant will vest quarterly on the 25th day of the month from March 25, 2026 through December 25, 2026, and on the 1st day of the month from April 1, 2027 through January 1, 2028, subject to continued employment on the applicable vesting dates.
2. 25% of the GSUs will vest on each March 25, 2025, June 25, 2025, September 25, 2025, and December 25, 2025, subject to continued employment on such vesting dates.
3. 25% of the GSUs will vest on each March 25, 2026, June 25, 2026, September 25, 2026, and December 25, 2026, subject to continued employment on such vesting dates.

/s/ Valentina Margulis, as
Attorney-in-Fact for Anat 03/07/2025
Ashkenazi
** 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.