

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>O'Toole Amie Thuener</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>01/25/2025</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>VP, Chief Accounting 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	01/25/2025		C ⁽¹⁾		1,340	A	\$0	19,188	D	
Class C Google Stock Units ⁽²⁾	01/25/2025		C ⁽¹⁾		1,340	D	\$0	4,189	D	
Class C Google Stock Units ⁽²⁾	01/25/2025		F ⁽³⁾		1,424	D	\$201.9	2,764	D	
Class A Common Stock								8,940	D	
Class C Google Stock Units ⁽⁴⁾								24,376	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					
									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 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. 1/14th of the grant vests on the 25th day of each month 10 months after the grant date and an additional 1/14th will vest monthly on the 25th day of each month thereafter, subject to continued employment on each vesting date.
3. Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
4. 1/18th of the grant will vest on the 25th day of the month starting on March 25, 2025; 1/36th of the grant will vest on the 25th day of each month starting on March 25, 2026; and 1/36th of the grant will vest on March 1, 2027, subject to continued employment on each vesting date.

/s/ Valentina Margulis, as
Attorney-in-Fact for Amie 01/28/2025
Thuener O'Toole

** 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.