

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>01/09/2025</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	01/09/2025		A <sup>(1)</sup>		34,108	A	\$0	57,608	D	
Class C Capital Stock	01/09/2025		F <sup>(2)</sup>		16,418	D	\$195.39	41,191	D	
Class C Capital Stock								60,801	I	By Arete Trust, John Kent Walker and Diana Ruth Walsh, Trustees
Class C Google Stock Units <sup>(3)</sup>								56,609	D	
Class C Google Stock Units <sup>(4)</sup>								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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. The shares were acquired upon the certification by the Leadership Development, Inclusion and Compensation Committee of the Board of Directors for the satisfaction of performance criteria underlying an award of performance stock units (PSUs) granted to the Reporting Person on January 5, 2022 under the terms of Alphabet's Amended and Restated 2021 Stock Plan and applicable PSU award agreement. The award provided that if Alphabet's total shareholder return (TSR) performance relative to S&P 100 companies is between the 25th percentile (for 50% target payout) and 50th percentile (for 100% target payout) for the three-year performance period ending December 31, 2024, the PSU payout will be determined by linear interpolation. Alphabet's TSR for the three-year performance period was 22.55%, which ranked Alphabet's TSR at the 49.49th percentile relative to S&P 100 companies, resulting in a payout of 98.99% of target or 34,108.273 shares, including share-settled dividends.
2. Shares withheld to satisfy tax obligations arising out of vesting of the Reporting Person's PSUs.
3. 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 will vest quarterly thereafter until the GSUs are fully vested, subject to continuing employment on the applicable vesting dates.
4. 1/6th of the GSUs will vest on June 25, 2024; 1/12th of the GSUs will vest on September 25, 2024, and an additional 1/12th of the GSUs will vest quarterly thereafter on the 25th day of the month until the GSUs are fully vested, subject to continued employment on the applicable vesting dates.

Attorney-in-Fact for John  
Kent Walker

\*\* 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.**