

ALPHABET INC.

Reported by
PICHAJ SUNDAR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/06/24 for the Period Ending 11/06/24

Address	1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA, 94043
Telephone	650 253-0000
CIK	0001652044
Symbol	GOOGL
SIC Code	7370 - Services-Computer Programming, Data Processing, Etc.
Fiscal Year	12/31

FORM 4

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Pichai Sundar <small>(Last) (First) (Middle)</small> C/O ALPHABET INC., 1600 AMPHITHEATRE PKWY <small>(Street)</small> MOUNTAIN VIEW, CA 94043 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Alphabet Inc. [GOOGL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/6/2024</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/6/2024		S		1,700	D	\$176.0635 ⁽¹⁾	2,105,106	D	
Class C Capital Stock	11/6/2024		S		9,587	D	\$176.9097 ⁽²⁾	2,095,519	D	
Class C Capital Stock	11/6/2024		S		9,413	D	\$177.8707 ⁽³⁾	2,086,106	D	
Class C Capital Stock	11/6/2024		S		1,800	D	\$178.37 ⁽⁴⁾	2,084,306	D	
Class A Common Stock								227,560	D	
Class C Google Stock Units ⁽⁵⁾								372,790	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

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 \$175.26 to \$176.25. 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 \$176.27 to \$177.26, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$177.27 to \$178.26, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$178.27 to \$179.26, inclusive.
- (5) Class C Google Stock Units (GSU) entitle the Reporting Person to receive one share of Alphabet Inc. Class C capital stock for each share underlying the GSU as GSU vests. 1/12th of the GSU vested on March 25, 2023 and an additional 1/12th of the GSU will vest quarterly thereafter until the GSUs are fully vested, subject to continuing employment on the applicable vesting dates.

Remarks:

All transactions were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on August 31, 2023.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pichai Sundar C/O ALPHABET INC. 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043	X		Chief Executive Officer	

Signatures

/s/ Valentina Margulis, as Attorney-in-Fact for Sundar Pichai

11/6/2024

**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 control number.