

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>MCGUIRE TERRANCE</u> (Last) (First) (Middle) <u>C/O POLARIS VENTURE PARTNERS LP</u> <u>ONE MARINA PARK DRIVE, 10TH FLOOR</u> (Street) <u>BOSTON MA 02210</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Alector, Inc. [ALEC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/16/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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			
Common Stock	11/16/2022		j ⁽¹⁾		500,000 ⁽²⁾⁽³⁾	D	\$0.00	11,853,817	I	See footnote ⁽⁴⁾
Common Stock	11/16/2022		j ⁽⁵⁾		6,429	A	\$0.00	22,317 ⁽⁶⁾	D	
Common Stock	11/16/2022		j ⁽⁷⁾		98,533 ⁽⁸⁾⁽⁹⁾	A	\$0.00	98,553	I	See footnote ⁽⁸⁾⁽⁹⁾
Common Stock	11/16/2022		j ⁽¹⁰⁾		98,533 ⁽⁸⁾⁽⁹⁾	D	\$0.00	0	I	See footnote ⁽⁸⁾⁽⁹⁾
Common Stock	11/16/2022		j ⁽¹¹⁾		13,133	A	\$0.00	26,266	I	See footnote ⁽¹²⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

Explanation of Responses:

- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by Polaris Venture Partners Founders' Fund VI, L.P. ("PVPF VI"), Polaris Venture Partners VI (AIV), L.P. ("PVP VI AIV") and Polaris Venture Partners VI (AIV-B), L.P. (p/k/a PVP VI (AIV) Feeder Corp. Holding Partnership, L.P., "PVP VI AIV-B" and, together with PVPF VI, PVP VI AIV and Polaris Venture Partners VI, L.P. ("PVP VI"), the "Polaris Funds").
- 27,606 shares were distributed by PVPF VI, 379,180 shares were distributed by PVP VI AIV and 93,214 shares were distributed by PVP VI AIV-B. The general partner of each of the Polaris Funds is Polaris Venture Management Co. VI, L.L.C. ("PVM"). Each of Amir Nashat, Brian Chee, David Barrett, Bryce Youngren, Jonathan Flint, and the Reporting Person, a member of the Issuer's board of directors, are managing members of PVM (collectively, the "Managing Members") and may be deemed to have shared power to vote and dispose of the shares held by the Polaris Funds.
- (Continued from footnote 2) Each of the Managing Members and PVM disclaims beneficial ownership of the securities held by the Polaris Funds, and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interest therein.
- 654,463 shares are held by PVPF VI, 8,589,364 shares are held by PVP VI AIV, 2,111,522 shares are held by PVP VI AIV-B and 498,468 shares are held by PVP VI. Each of the Managing Members and PVM disclaims beneficial ownership of the securities held by the Polaris Funds, and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interest therein.
- Represents a change in the form of ownership of the Reporting Person by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by PVPF.
- 9,459 of such shares are represented by restricted stock units, or RSUs, which vest on the earlier of (i) June 16, 2023 or (ii) the date of the Issuer's next annual meeting of stockholders after June 16, 2022.
- Represents a change in the form of ownership of PVM by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by the Polaris Funds.
- Shares held by PVM. 276 shares received from PVPF VI, 78,869 shares received from PVP VI AIV and 19,388 shares received from PVP VI AIV-B. The Managing Members, including the Reporting Person who is a member of the Issuer's board of directors, are managing members of PVM and may be deemed to have shared power to vote and dispose of the shares held by the Polaris Funds.
- (Continued from footnote 8) Each of the Managing Members disclaims beneficial ownership of the securities held by the Polaris Funds, and this report shall not be deemed an admission that any of them is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their respective pecuniary interest therein.
- Represents a pro-rata distribution, and not a purchase or sale, without additional consideration by PVM to its members.
- Represents a change in the form of ownership of McGuire Family 2008 GST Non-Exempt Irrevocable Trust ("McGuire Family Trust") by virtue of the receipt of shares in the pro-rata in-kind distribution of common stock of the Issuer for no consideration by PVM.
- Shares held by McGuire Family Trust. The Reporting Person, a member of the Issuer's board of directors, is the donor of McGuire Family Trust and may be deemed to have shared power to vote and dispose of the shares held by McGuire Family Trust.

Remarks:

/s/ Lauren Crockett, as
attorney in fact for Terrance
G. McGuire

11/18/2022

** 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.

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