

GOLDMAN SACHS GROUP INC

Form 4

November 15, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHN GARY D

2. Issuer Name **and** Ticker or Trading
Symbol
GOLDMAN SACHS GROUP INC
[GS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GOLDMAN, SACHS &
CO., 200 WEST STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/11-05:00/2016

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
President and COO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting
Person

NEW YORK, NY 10282

(City) (State) (Zip)

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)
Common Stock, par value \$0.01 per share	11/11-05:00/2016		G	V 4,960	D \$ 0	566,791	D
Common Stock, par value \$0.01 per share	11/14-05:00/2016		G	V 4,809	D \$ 0	561,982	D
	11/14-05:00/2016		M ⁽¹⁾	205,228	A \$ 199.84	767,210	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/14-05:00/2016

F⁽²⁾

201,662

D
(2)

\$
208.0373

565,548

D

Common
Stock, par
value
\$0.01 per
share

11/14-05:00/2016

S

804

D

\$
207.6225
(3)

564,744

D

Common
Stock, par
value
\$0.01 per
share

11/14-05:00/2016

S

2,161

D

\$ 210.038

562,583

D

Common
Stock, par
value
\$0.01 per
share

11/14-05:00/2016

S

601

D

\$
205.0506
(4)

561,982

D

Common
Stock, par
value
\$0.01 per
share

187,030

I

See
footnote
(5)

Common
Stock, par
value
\$0.01 per
share

41,496

I

See
footnote
(6)

Common
Stock, par
value
\$0.01 per
share

82,204

I

See
footnote
(7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date
Nonqualified Stock Options (right to buy)	\$ 199.84	11/14-05:00/2016		M	205,228	01/25-05:00/2010 11/25-05:00/2016

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COHN GARY D C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	President and COO

Signatures

/s/ Beverly L. O'Toole,
Attorney-in-fact

11/15-05:00/2016

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Reflects the exercise by the Reporting Person of Stock Options granted in December 2006 and scheduled to expire in November 2016.
- Represents shares of the Issuer's common stock withheld to fund the exercise price and to satisfy withholding obligations in connection with the exercise of the Stock Options described in footnote 1 above.
Reflects a weighted average sale price of \$207.6225 per share, at prices ranging from \$207.6167 to \$207.64 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Reflects a weighted average sale price of \$205.0506 per share, at prices ranging from \$204.97 to \$205.0833 per share. The Reporting Person will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Held through limited liability companies.
- Held through trusts, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

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(7) As trustee of grantor retained annuity trusts.

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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