Ogunlesi Adebayo O. Form 4 January 22, 2018

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

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Ogunlesi Adebayo O.

Symbol

GOLDMAN SACHS GROUP INC

[GS]

(Last) (First) (Middle)

C/O GOLDMAN SACHS & CO.

(Zip)

LLC, 200 WEST STREET

(Street)

(State)

NEW YORK, NY 10282

(City)

1. Title of

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 01/18-05:00/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Security (Month/Day/Year) Execution Date, if (Instr. 3)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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.

SEC 1474 (9-02)

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

Issuer

below)

Director

Applicable Line)

5. Amount of

Securities

Owned

Beneficially

Following

Officer (give title

Estimated average

burden hours per

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

1. Title of Derivative Conversion

3. Transaction Date (Month/Day/Year)

3A. Deemed Execution Date, if 5. Number

6. Date Exercisable and Transaction of Derivative Expiration Date

7. Title and Amount of 8. Underlying Securities

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		•	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/18-05:00/2018		A	2,392	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	2,392	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ogunlesi Adebayo O. C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282

Signatures

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

01/22-05:00/2018

**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).
- (1) Shares of the Issuer's common stock underlying these Restricted Stock Units will be delivered on the first eligible trading day in the third quarter in the year following the year of the retirement of the Reporting Person from the Issuer's Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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