

GOLDMAN SACHS GROUP INC  
 Form 4  
 November 06, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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).

**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. Name and Address of Reporting Person \*  
 ROGERS JOHN F.W.

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)  
 11/04-05:00/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below) EVP-Chief of Staff & Secretary  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

NEW YORK, NY 10282

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

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/04-05:00/2014		M <sup>(1)</sup>		104,868	A	\$ 78.78
							234,902
Common Stock, par value \$0.01 per share	11/04-05:00/2014		F <sup>(2)</sup>		75,048	D	\$ 190.83
							159,854
	11/04-05:00/2014		S		6,455	D	
							153,399

Common Stock, par value \$0.01 per share					\$ 189.5443 <u>(3)</u>			
Common Stock, par value \$0.01 per share	11/04-05:00/2014	S	23,365	D	\$ 190.2945 <u>(4)</u>	130,034	D	
Common Stock, par value \$0.01 per share						55,377	I	See footnote <u>(5)</u>

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)

**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 a Underlyi (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock Options (right to buy)	\$ 78.78	11/04-05:00/2014		M	104,868	<u>(6)</u>	12/31-05:00/2018	Comm Stock, p value \$0.01 p share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS JOHN F.W. C/O GOLDMAN, SACHS & CO. 200 WEST STREET			EVP-Chief of Staff & Secretary	

NEW YORK, NY 10282

## Signatures

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

11/06-05:00/2014

\_\_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) Reflects the exercise by the Reporting Person of Stock Options granted in December 2008 and scheduled to expire in December 2018.
- (2) 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 \$189.5443 per share, at prices ranging from \$188.90 to \$189.89 per share. The Reporting Person  
(3) 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 \$190.2945 per share, at prices ranging from \$189.93 to \$190.84 per share. The Reporting Person  
(4) 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.
- (5) 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.
- (6) One-third of these Stock Options became exercisable in each of January 2010, January 2011 and January 2012.

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.