

GOLDMAN SACHS GROUP INC
 Form 4
 January 26, 2017

FORM 4

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

OMB APPROVAL

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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 *
 COOPER EDITH 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)
 01/24-05:00/2017

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP, Global Head of HCM

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	01/24-05:00/2017		M	22,981	A	Ⓛ	41,966	D	
Common Stock, par value \$0.01 per share	01/24-05:00/2017		F ⁽²⁾	11,313	D ⁽²⁾		\$ 232.67	30,653	D
	01/25-05:00/2017		M ⁽³⁾	26,217	A		\$ 78.78	56,870	D

Common Stock, par value \$0.01 per share								
Common Stock, par value \$0.01 per share	01/25-05:00/2017	F ⁽⁴⁾	17,801	D ⁽⁴⁾	\$ 233.68	39,069	D	
Common Stock, par value \$0.01 per share	01/25-05:00/2017	S	2,900	D	\$ 235.2954 ⁽⁵⁾	36,169	D	
Common Stock, par value \$0.01 per share	01/25-05:00/2017	S	4,000	D	\$ 236.1704 ⁽⁶⁾	32,169	D	
Common Stock, par value \$0.01 per share	01/25-05:00/2017	S	1,516	D	\$ 236.8985 ⁽⁷⁾	30,653	D	
Common Stock, par value \$0.01 per share						20,650	I	See footnote ⁽⁸⁾

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

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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)	7. Title and Underlying (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(1)	01/24-05:00/2017	M			22,981	(1)	(1)	Common Stock, par value \$0.01 per share
Year-End Nonqualified Stock Options	\$ 78.78	01/25-05:00/2017	M			26,217	(9)	12/31-05:00/2018	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER EDITH W C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282			EVP, Global Head of HCM	

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact 01/26-05:00/2017

__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).

- On January 24, 2017, shares of the Issuer's common stock underlying Restricted Stock Units ("RSUs") that were awarded in connection with compensation for years prior to 2016 were delivered to the Reporting Person without the payment of any consideration. These shares are not related to 2016 compensation.
- (1) Represents shares of the Issuer's common stock withheld to satisfy withholding obligations in connection with the delivery of the common stock underlying the RSUs described in footnote 1 above.
 - (2) Reflects the exercise by the Reporting Person of Stock Options granted in December 2008 and scheduled to expire in December 2018.
 - (3) 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 3 above.
 - (4) Reflects a weighted average sale price of \$235.2954 per share, at prices ranging from \$234.5900 to \$235.5350 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.
 - (5) Reflects a weighted average sale price of \$236.1704 per share, at prices ranging from \$235.5900 to \$236.5800 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.
 - (6) Reflects a weighted average sale price of \$236.8985 per share, at prices ranging from \$236.6050 to \$237.2100 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,

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full information regarding the number of shares sold at each separate price.

- (8) Held through a trust, 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.
- (9) 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.

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