

GOLDMAN SACHS GROUP INC

Form 4

February 21, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN ALAN M

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)
02/16-05:00/2017

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

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	02/16-05:00/2017		M ⁽¹⁾	18,500 A \$ 78.78	77,135	D	
Common Stock, par value \$0.01 per share	02/16-05:00/2017		F ⁽²⁾	12,901 D (2) \$ 250.2	64,234	D	
	02/16-05:00/2017		S	5,599 D	58,635	D	

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Common
Stock, par
value
\$0.01 per
share

\$
250.1605

Common
Stock, par
value
\$0.01 per
share

9,084 I

See
footnote
(3)

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

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(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 and Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock Options (right to buy)	\$ 78.78	02/16-05:00/2017		M	18,500	<u>(4)</u>	12/31-05:00/2018	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships
COHEN ALAN M C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	Director 10% Owner Officer EVP, Global Head of Compliance

Signatures

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

02/21-05:00/2017

__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).
- (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.
- (3) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiary of which is an immediate family member of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.
- (4) 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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