

GOLDMAN SACHS GROUP INC

Form 4

July 24, 2014

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 *
SCHWARTZ HARVEY 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

3. Date of Earliest Transaction
(Month/Day/Year)
07/22-04:00/2014

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Executive Vice President - CFO

(Street)

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	07/22-04:00/2014		S ⁽¹⁾	9,936 D \$ 175	204,246	D	
Common Stock, par value \$0.01 per share	07/23-04:00/2014		M ⁽²⁾	91,285 A \$ 78.78	295,531	D	
	07/23-04:00/2014		F ⁽³⁾	69,109 \$ 175.02	226,422	D	

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Common Stock, par value \$0.01 per share				D (3)				
Common Stock, par value \$0.01 per share	07/23-04:00/2014	S	2,500	D	\$ 175.1274 (4)	223,922	D	
Common Stock, par value \$0.01 per share	07/23-04:00/2014	S	11,800	D	\$ 176.4775 (5)	212,122	D	
Common Stock, par value \$0.01 per share	07/23-04:00/2014	S	7,876	D	\$ 176.9022 (6)	204,246	D	
Common Stock, par value \$0.01 per share						30,000	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)

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)
						Date Exercisable	Title
				Code	V (A) (D)	Expiration Date	
Nonqualified Stock	\$ 78.78	07/23-04:00/2014		M	91,285	(8)	12/31-05:00/2018 Common Stock, p

Options
(right to buy)

value
\$0.01 per
share

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHWARTZ HARVEY M C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	Executive Vice President - CFO

Signatures

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

07/24-04:00/2014

____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) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- (2) Reflects the exercise by the Reporting Person of Stock Options granted in December 2008 and scheduled to expire in December 2018. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- (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 2 above.
Reflects a weighted average sale price of \$175.1274 per share, at prices ranging from \$174.7900 to \$175.6300 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.
- (4) Reflects a weighted average sale price of \$176.4775 per share, at prices ranging from \$175.7900 to \$176.7800 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 \$176.9022 per share, at prices ranging from \$176.7900 to \$177.1300 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) Held through a trust, the sole trustee of which is an immediate family member of the Reporting Person and the sole beneficiary of which is an immediate family member of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.
- (7)
- (8) 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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