

GOLDMAN SACHS GROUP INC

Form 4

January 26, 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 *
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 ____ 10% Owner
____ Officer (give title ____ Other (specify
below) 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)
X 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)
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.

**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 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, p value \$0.01 pe share
Year-End Nonqualified Stock Options	\$ 78.78	01/25-05:00/2017	M			26,217	(9)	12/31-05:00/2018	Common Stock, p value \$0.01 pe 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.
- 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.
 - Reflects the exercise by the Reporting Person of Stock Options granted in December 2008 and scheduled to expire in December 2018.
 - 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.
 - 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.
 - 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.
 - 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.

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.