

GOLDMAN SACHS GROUP INC
 Form 4
 February 07, 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 *
 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)
 02/03-05:00/2017

____ 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)
Common Stock, par value \$0.01 per share	02/03-05:00/2017		M ⁽¹⁾	114,676 A	\$ 204.16 229,134	D	
Common Stock, par value \$0.01 per share	02/03-05:00/2017		F ⁽²⁾	106,338 D	\$ 240.23 122,796	D	
	02/03-05:00/2017		S	8,338 D	114,458	D	

Common Stock, par value \$0.01 per share	\$ 240.1456 <u>(3)</u>			
Common Stock, par value \$0.01 per share		37,894	I	See footnote <u>(4)</u>

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)
				Code	V (A) (D)	Date Exercisable Expiration Date
Nonqualified Stock Options (right to buy)	\$ 204.16	02/03-05:00/2017		M	114,676	01/25-05:00/2011 11/24-05:00/2017

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS JOHN F.W. C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282			EVP-Chief of Staff & Secretary	

Signatures

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

02/07-05:00/2017

__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 2007 and scheduled to expire in November 2017.
- (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 \$240.1456 per share, at prices ranging from \$240.1135 to \$240.2447 per share. The Reporting
- (3) 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) 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.

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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