Edgar Filing: FRIEDMAN STEPHEN - Form 4

FRIEDMAN STEPHEN

Form 4

December 19, 2008

FORM 4

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

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average

OMB APPROVAL

response...

burden hours per

Form 5 obligations may continue. *See* Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

FRIEDMAN STEPHEN

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

GOLDMAN SACHS GROUP INC

[GS]

38]

3. Date of Earliest Transaction (Month/Day/Year) 12/17/2008 (Check all applicable)

_X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

C/O GOLDMAN, SACHS & CO., 85 BROAD STREET

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK,, NY 10004

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date 2A. Deemed

(State)

2A. Deemed Execution Date, if any (Month/Day/Year) 3. 4. Securities Acquired (A)
Transaction Disposed of (D)
Code (Instr. 3, 4 and 5)
(Instr. 8)

A) 5. Amount of
Securities
Beneficially
Owned
Following
Reported
Transaction(s)

6.
Ownership
Form:
Direct (D)
or Indirect

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or Code V Amount (D) Price

(Instr. 3 and 4)

83,300

Common Stock, par

\$0.01 per share

value 12/17/2008

P

37,300 \$ \$0.7792

(A)

D

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)

1

Edgar Filing: FRIEDMAN STEPHEN - Form 4

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number to for 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 Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	12/17/2008		A	3,906	(2)	(2)	Common Stock	3,906	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
FRIEDMAN STEPHEN C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	X					

Signatures

/s/ Roger S. Begelman, Attorney-in-fact

**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).
- Reflects the purchase of 37,300 shares of the Issuer's common stock by the Reporting Person at an average weighted purchase price of \$80.7792 per share, at prices ranging from \$80.42 to \$80.97 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 purchased at each separate price.
- (2) These Restricted Stock Units will convert into shares of the Issuer's Common Stock on the last business day in May in the year following the year of the retirement of the Reporting Person from the Issuer's Board of Directors.

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.

Reporting Owners 2