ROGERS JOHN F.W.

Form 4

February 03, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

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Estimated average burden hours per

response... 0.5

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

Check this box if no longer subject to Section 16.

Form 4 or 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)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ROGERS JOHN F.W.

(First) (Middle)

C/O GOLDMAN, SACHS & CO., 200 WEST STREET

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

**GOLDMAN SACHS GROUP INC** 

[GS] 3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

**EVP-Chief of Staff & Secretary** 

6. Ownership

Form: Direct

below)

5. Amount of

Securities

Beneficially

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

Issuer

below)

Director

X\_ Officer (give title

NEW YORK, NY 10282

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. 1 Underlying Securities

#### Edgar Filing: ROGERS JOHN F.W. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Se (I
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Year-End Restricted Stock Units	(1)	02/01/2012		A	14,015	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	14,015	

### **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

02/03/2012

\*\*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).

One-third of these 2011 Restricted Stock Units ("RSUs") will convert into shares of the Issuer's common stock in each of January 2013, (1) January 2014 and January 2015. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2017.

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