

GOLDMAN SACHS GROUP INC
 Form 4
 January 26, 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 *
 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
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify 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)
 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)
				(A) or (D)	Price		
				Code	V	Amount	
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
	01/25-05:00/2017		M ⁽³⁾	26,217	A	\$ 78.78	56,870

Common Stock, par value \$0.01 per share								
Common Stock, par value \$0.01 per share	01/25-05:00/2017	<u>F</u> ⁽⁴⁾	17,801	<u>D</u> ⁽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 <u>(8)</u>

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

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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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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.

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