

GOLDMAN SACHS GROUP INC

Form 4

January 23, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON JAMES A /DC/

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)
01/19-05:00/2017

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10282

(City) (State) (Zip)

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

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	01/19-05:00/2017		M ⁽¹⁾	11,600 A	\$ 204.16 11,600	D	
Common Stock, par value \$0.01 per share	01/19-05:00/2017		S	11,600 D	\$ 233.9865 0	D	

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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)	
						Date Exercisable	Expiration Date
				Code	V (A) (D)		
Nonqualified Stock Options (right to buy)	\$ 204.16	01/19-05:00/2017		M	11,600	01/25-05:00/2011	11/24-05:00/2011
Restricted Stock Units	(3)	01/19-05:00/2017		A	2,595	(3)	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON JAMES A /DC/ C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	

Signatures

/s/ Beverly L. O'Toole,
Attorney-in-fact
01/23-05:00/2017
Date

__Signature of Reporting Person

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.

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- Reflects a weighted average sale price of \$233.9865 per share, at prices ranging from \$233.65 to \$234.195 per share. The Reporting
- (2) 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.
 - (3) Shares of the Issuer's common stock underlying these Restricted Stock Units will be delivered on the first eligible trading day in the third quarter 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.

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