

GOLDMAN SACHS GROUP INC
 Form 4
 January 22, 2015

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 *
 SHERWOOD MICHAEL S

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)
 01/20-05:00/2015

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$.01 per share	01/20-05:00/2015		A ⁽¹⁾	15,630 A \$ 0	161,740	D	
Common Stock, par value \$.01 per share	01/21-05:00/2015		F ⁽²⁾	7,347 D \$ 175.63	154,393	D	
Common Stock, par value \$.01					124,620	I	See footnote (3)

per share

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Year-End Restricted Stock Units	(4)	01/20-05:00/2015		A	52,194	(4)	(4)	Common Stock, par value \$0.01 per share	52,194
Fixed Allowance Restricted Stock Units	(5)	01/20-05:00/2015		A	36,469	(5)	(5)	Common Stock, par value \$.01 per share	36,469

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERWOOD MICHAEL S C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282			Vice Chairman	

Signatures

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

01/22-05:00/2015

**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) These shares of the Issuer's common stock represent approximately 30% of the Reporting Person's equity fixed allowance for 2014. The other 70% is represented by restricted stock units ("RSUs") as described in footnote (5).

(2) Represents shares of the Issuer's common stock withheld to satisfy withholding obligations in connection with the delivery of the common stock described in footnote (1).

(3) Held by spouse.

Approximately 80% of the shares of common stock underlying these 2014 year-end RSUs will be delivered in three approximately equal installments on or about each of the first, second and third anniversaries of the grant date, subject to other terms and conditions of the

(4) award agreement; the shares of common stock delivered pursuant to such RSUs generally cannot be sold or transferred before January 2020. The remainder of the shares of the Issuer's common stock underlying these RSUs will be delivered in July 2015, subject to other terms and conditions of the award agreement.

These RSUs represent approximately 70% of the Reporting Person's equity fixed allowance for 2014. The shares of common stock

(5) underlying these RSUs will be delivered on the same schedule and have the same transfer restrictions as the equity described in the first sentence of footnote (4).

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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