#### GOLDMAN SACHS GROUP INC

Form 4

November 16, 2016

November	10, 2010								
FORM	$\mathbf{M} 4_{\text{UNITED}}$	STATES SEC	URITIES A	ND EXC	'HAN	IGE COM	MISSION	OMB APP	ROVAL
~. ·			ashington,			OL COM	`	OMB Number:	3235-0287
Check t if no loa	nger	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							
subject Section Form 4	to <b>SIAIEN</b> . 16.								
Form 5 obligati may con See Inst	ons ntinue. Section 17(a	suant to Section a) of the Public 30(h) of the	Utility Hold	esponse	0.5				
(Print or Type	Responses)								
1. Name and COHEN A	ol	r Name <b>and</b> Ticker or Trading  S. Iss  MAN SACHS GROUP INC				Relationship of Reporting Person(s) to ter (Check all applicable)			
(Last)	(First) (M	[GS] Middle) 3. Dat	e of Earliest Tr	ansaction			_ Director	10% O	
C/O GOLI CO., 200 V	n/Day/Year) 05:00/2016	5		below	Officer (give title Y) EVP, Global H	below)			
	(Street)		mendment, Da	~			dividual or Joint	/Group Filing(	Check
NEW YOR	RK, NY 10282	Filed(I	Month/Day/Year	)		_X_ I	cable Line) Form filed by One form filed by More n		
(City)	(State)	(Zip) T	able I - Non-D	erivative S	ecurit	ies Acquired,	, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	on Date, if TransactionDisposed of (D)  Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(Instr. 3 and 4	)	
Common Stock, par value \$0.01 per share	11/14-05:00/2016	,	M <u>(1)</u>	29,084	A	\$ 199.84	85,528	D	
Common Stock, par value \$0.01 per share	11/14-05:00/2016	i	F(2)	28,762	D (2)	\$ 204.98	56,766	D	
	11/14-05:00/2016		S	322	D	\$ 205	56,444	D	

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Common Stock, par value \$0.01 per share									
Common Stock, par value \$0.01 per share	11/15-05:00/2016	S		5,000	D	\$ 209.0671	51,444	D	
Common Stock, par value \$0.01 per share	11/15-05:00/2016	G	V	3,500	D	\$ 0	47,944	D	
Common Stock, par value \$0.01 per share							9,084	I	See footnote (4)

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

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SEC 1474

(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. 5. Number of Transactio Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	
Nonqualified Stock Options (right to buy)	\$ 199.84	11/14-05:00/2016		M	29,084	01/25-05:00/2010	11/25-05:00/2016	

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### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COHEN ALAN M C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

EVP, Global Head of Compliance

## **Signatures**

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

11/16-05:00/2016

\*\*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) Reflects the exercise by the Reporting Person of Stock Options granted in December 2006 and scheduled to expire in November 2016.
- (2) Represents shares of the Issuer's common stock withheld to fund the exercise price and to satisfy withholding obligations in connection with the exercise of the Stock Options described in footnote 1 above.
- Reflects a weighted average sale price of \$209.0671 per share, at prices ranging from \$208.96 to \$209.18 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 sold at each separate price.
- (4) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiary of which is an immediate family member of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

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.

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