

SOLOMON DAVID M
Form 4
November 22, 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 *
SOLOMON DAVID M

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.
LLC, 200 WEST STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20-05:00/2017

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
President and Co-COO

NEW YORK, NY 10282

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

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	11/20-05:00/2017		M ⁽¹⁾		47,282	A	\$ 204.16	224,876	D
Common Stock, par value \$0.01 per share	11/20-05:00/2017		F ⁽²⁾		44,254	D ₍₂₎	\$ 238.78	180,622	D
	11/20-05:00/2017		S		3,028	D	\$ 238.683	177,594	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/21-05:00/2017

M⁽¹⁾

47,282 A

\$ 204.16

224,876

D

Common
Stock, par
value
\$0.01 per
share

11/21-05:00/2017

F⁽²⁾

44,206

D
(2)

\$ 239.42

180,670

D

Common
Stock, par
value
\$0.01 per
share

11/21-05:00/2017

S

3,076

D

\$
239.2826

177,594

D

Common
Stock, par
value
\$0.01 per
share

15,760

I

See
footnote
(3)

Common
Stock, par
value
\$0.01 per
share

500

I

See
footnote
(4)

Common
Stock, par
value
\$0.01 per
share

500

I

See
footnote
(5)

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. U
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date
Nonqualified Stock Options (right to buy)	\$ 204.16	11/20-05:00/2017			M		47,282		01/25-05:00/2011	11/24-05:00/2017
Nonqualified Stock Options (right to buy)	\$ 204.16	11/21-05:00/2017			M		47,282		01/25-05:00/2011	11/24-05:00/2017

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLOMON DAVID M C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282			President and Co-COO	

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact
 11/22-05:00/2017
 **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).
- Reflects the exercise by the Reporting Person of Stock Options granted in December 2007 and scheduled to expire in November 2017.
- (1) This transaction was automatically triggered pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person, without any additional action taken by the Reporting Person.
 - (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.
 - (3) Held through trusts, 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.
 - (4) Held by family member. The Reporting Person disclaims beneficial ownership of these shares.
 - (5) Held by family member. 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.

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