

PALM GREGORY K  
Form 4  
January 19, 2018

**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 \*  
PALM GREGORY K

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)  
01/18-05:00/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive VP - General Counsel

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|---|---|--|---|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/18-05:00/2018                        |   | A                                       | 17,931<br>(1)   | A \$ 0 956,458   | D   |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/18-05:00/2018                        |   | F                                       | 9,543<br>(2)  | D \$ 250.97 946,915  | D   |   |
|  |   |   |   |   | 71,281   | I   |   |

|  |  |  |  |  |        |   |  |                        |
|--|--|--|--|--|--------|---|--|------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  |  |        |   |  | See<br>footnote<br>(3) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  |  | 15,726 | I |  | See<br>footnote<br>(4) |

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

|   |                    |
|---|--------------------|
| <b>Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.</b> | SEC 1474<br>(9-02) |
|---|--------------------|

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| PALM GREGORY K<br>C/O GOLDMAN SACHS & CO. LLC<br>200 WEST STREET<br>NEW YORK, NY 10282 | Executive VP - General Counsel   |

Signatures

|   |                  |
|---|------------------|
| /s/ Beverly L. O'Toole,<br>Attorney-in-fact | 01/19-05:00/2018 |
| **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).

- These shares of the Issuer's common stock ("Restricted Shares") represent the equity-based component of the Reporting Person's 2017 year-end compensation. The Restricted Shares generally cannot be sold or transferred before January 2023. The Restricted Shares are also subject to a non-competition covenant which will lapse in three approximately equal installments on or about each of December 31, 2018, 2019 and 2020, subject to other terms and conditions of the award agreement.
- (1) subject to a non-competition covenant which will lapse in three approximately equal installments on or about each of December 31, 2018, 2019 and 2020, subject to other terms and conditions of the award agreement.
  - (2) Represents shares of the Issuer's common stock withheld to satisfy withholding obligations in connection with the grant of Restricted Shares described in footnote 1 above.
  - (3) Held through a limited liability company.
  - (4) 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.

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.