

GOLDMAN SACHS GROUP INC

Form 4

March 04, 2014

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 *
COOPER EDITH W

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28-05:00/2014

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP, Global Head of HCM

(Street)
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)
Common Stock, par value \$0.01 per share	02/28-05:00/2014		M ⁽¹⁾	52,434 A	\$ 78.78 111,307	D	
Common Stock, par value \$0.01 per share	02/28-05:00/2014		F ⁽²⁾	39,137 D (2)	\$ 165.38 72,170	D	
	02/28-05:00/2014		S	1,900 D	70,270	D	

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Common Stock, par value \$0.01 per share					\$ 165.3742 (3)			
Common Stock, par value \$0.01 per share	02/28-05:00/2014	S	7,397	D	\$ 166.211 (4)	62,873	D	
Common Stock, par value \$0.01 per share	02/28-05:00/2014	S	4,000	D	\$ 167.1892 (5)	58,873	D	
Common Stock, par value \$0.01 per share						19,660	I	See footnote (6)

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)		7. Title and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Year-End Nonqualified Stock Options	\$ 78.78	02/28-05:00/2014		M		52,434		<u>(7)</u>	12/31-05:00/2018	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER EDITH W C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282			EVP, Global Head of HCM	

Signatures

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

03/04-05:00/2014

__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 2008 and scheduled to expire in December 2018.

(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) Reflects a weighted average sale price of \$165.3742 per share, at prices ranging from \$164.77 to \$165.76 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) Reflects a weighted average sale price of \$166.211 per share, at prices ranging from \$165.78 to \$166.75 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.

(5) Reflects a weighted average sale price of \$167.1892 per share, at prices ranging from \$166.79 to \$167.67 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.

(6) 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.

(7) One-third of these Stock Options became exercisable in each of January 2010, January 2011 and January 2012.

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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