

GNODDE RICHARD J

Form 4

November 22, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GNODDE RICHARD J

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

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

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

(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	11/20-05:00/2017		M ⁽¹⁾	36,920 A \$ 204.16	232,073	D	
Common Stock, par value \$0.01 per share	11/20-05:00/2017		F ⁽²⁾	34,083 D (2) \$ 238.78	197,990	D	
	11/20-05:00/2017		S	2,837 D \$ 238.683	195,153	D	

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/21-05:00/2017

M⁽¹⁾

36,920

A

\$ 204.16

232,073

D

11/21-05:00/2017

F⁽²⁾

34,039

D⁽²⁾

\$ 239.42

198,034

D

11/21-05:00/2017

S

2,881

D

\$
239.2826

195,153

D

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

**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.**

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. 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. U (C
Nonqualified Stock Options (right to buy)	\$ 204.16	11/20-05:00/2017		M	36,920	01/25-05:00/2011 11/24-05:00/2017	S S
Nonqualified Stock	\$ 204.16	11/21-05:00/2017		M	36,920	01/25-05:00/2011 11/24-05:00/2017	S

Options
(right to buy)

Reporting Owners

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

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.

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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