

STECHER ESTA E
Form 4
February 10, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
STECHER ESTA E

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Executive VP - General Counsel

C/O GOLDMAN, SACHS & CO., 85 BROAD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK,, NY 10004

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	02/08/2010		M		11,445 A \$ 82.875	265,724	D
Common Stock, par value \$0.01 per share	02/08/2010		S		11,445 D \$ 152.6526	254,279	D
	02/08/2010		M		10,429 A \$ 91.61	264,708	D

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Common
Stock, par
value
\$0.01 per
share

Common Stock, par value	02/08/2010	S	10,429	D	\$ 152.7083	254,279	D
\$0.01 per share					<u>(2)</u> <u>(4)</u>		

Common Stock, par value	02/08/2010	M	9,191	A	\$ 78.87	263,470	D
\$0.01 per share							

Common Stock, par value	02/08/2010	S	9,191	D	\$ 152.6969	254,279	D
\$0.01 per share					<u>(3)</u> <u>(4)</u>		

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.

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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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonqualified Stock Options (right to buy)	\$ 82.875	02/08/2010		M	11,445	01/02/2004 11/26/2010	Common Stock, par value \$0.01 per share
Nonqualified Stock	\$ 91.61	02/08/2010		M	10,429	01/03/2005 11/25/2011	Common Stock, par

