

GOLDMAN SACHS GROUP INC
 Form 4
 November 14, 2016

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 *
 COHEN ALAN 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., 200 WEST STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/09-05:00/2016

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

NEW YORK, NY 10282

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

(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	11/09-05:00/2016		S	500	D	\$ 185.75 (1)	60,944 D
Common Stock, par value \$0.01 per share	11/09-05:00/2016		S	585	D	\$ 187.0005 (2)	60,359 D
	11/09-05:00/2016		S	1,265	D		59,094 D

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Common Stock, par value \$0.01 per share					\$	187.9185			
					(3)				
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	100	D	\$ 188.81	58,994	D		
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	300	D	\$	190.6333	58,694	D	
					(4)				
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	805	D	\$ 191.696	57,889	D		
					(5)				
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	1,340	D	\$	192.5952	56,549	D	
					(6)				
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	105	D	\$	193.4495	56,444	D	
					(7)				
Common Stock, par value \$0.01 per share						9,084	I		See footnote (8)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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Reflects a weighted average sale price of \$193.4495 per share, at prices ranging from \$193.44 to \$193.45 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.

- (8) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiary of which is an immediate family member 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.

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