

GOLDMAN SACHS GROUP INC
 Form 4
 November 17, 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 *
 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., 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15-05:00/2016

____ Director
 ____ Officer (give title below) _____ 10% Owner
 ____ 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)
 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) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 11/15-05:00/2016 | | M ⁽¹⁾ | | 65,116 | A | \$ 199.84 | 982,991 | D |
| Common Stock, par value \$0.01 per share | 11/15-05:00/2016 | | F ⁽²⁾ | | 63,623 | D ₍₂₎ | \$ 210.78 | 919,368 | D |
| | 11/15-05:00/2016 | | S | | 1,493 | D | | 917,875 | D |

| | | | |
|--|------------------------------|--------|---------------------------|
| Common Stock, par value \$0.01 per share | \$ 210.7599 <u>(3)</u> | | |
| Common Stock, par value \$0.01 per share | | 81,906 | I See footnote <u>(4)</u> |
| Common Stock, par value \$0.01 per share | | 15,726 | I See footnote <u>(5)</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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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|
| | | | | | | Date Exercisable | Expiration Date |
| | | | | Code | V (A) (D) | | |
| Nonqualified Stock Options (right to buy) | \$ 199.84 | 11/15-05:00/2016 | | M | 65,116 | 01/25-05:00/2010 | 11/25-05:00/2016 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | Executive VP - General Counsel |

PALM GREGORY K
C/O GOLDMAN, SACHS & CO.
200 WEST STREET
NEW YORK, NY 10282

Signatures

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

11/17-05:00/2016

__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 2006 and scheduled to expire in November 2016.
- (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.

Reflects a weighted average sale price of \$210.7599 per share, at prices ranging from \$210.7599 to \$210.76 per share. The Reporting
- (3) 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) Held through a limited liability company.
- (5) 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.