MITTAL LAKSHMI N

Form 4

February 05, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

MITTAL LAKSHMI N

2. Issuer Name and Ticker or Trading

Symbol

GOLDMAN SACHS GROUP INC

[GS]

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

02/05/2010

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner

Other (specify

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)

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK,, NY 10004

(City)

1. Title of

Security

(Instr. 3)

(State) (Zip)

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of Securities Beneficially Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	Securitie Acquired or Dispos (D) (Instr. 3, and 5)	ed (A) osed of		/Year)	(Instr. 3 and 4)	
				Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Restricted Stock Units	(1)	02/05/2010		A	487		<u>(1)</u>	<u>(1)</u>	Common Stock	487
Nonqualified Stock Options	\$ 154.16	02/05/2010		A	10,000		(2)	02/05/2014	Common Stock	10,00

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
	Director	10% Owner	Officer	Other		

MITTAL LAKSHMI N C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004

X

Signatures

/s/ Yvette Kosic, Attorney-in-fact 02/05/2010

**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) These Restricted Stock Units will convert into shares of the Issuer's common stock on the first eligible trading day in the third quarter in the year following the year of the retirement of the Reporting Person from the Issuer's Board of Directors.
- One-third of these stock options become exercisable in each of January 2011, January 2012 and January 2013, provided that the stock options all become exercisable on the date the Reporting Person ceases to be a director of the Issuer, if earlier.

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.

Reporting Owners 2