

COHN GARY D
Form 4
August 13, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHN GARY D

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)
08/11/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) President and COO

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 10282

(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	08/11/2010		M ⁽¹⁾	73,653 A	\$ 82.875 597,279	D	
Common Stock, par value \$0.01 per share	08/11/2010		S	46,265 D	\$ 149.4951 551,014	D	
	08/11/2010		S	11,813 D	539,201	D	

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Common
Stock, par
value
\$0.01 per
share

\$
150.4238
(3)

Common
Stock, par
value
\$0.01 per
share

08/11/2010 S 14,185 D \$ 151.2038 525,016 D
(4)

Common
Stock, par
value
\$0.01 per
share

08/11/2010 S 1,390 D \$ 151.9929 523,626 D
(5)

Common
Stock, par
value
\$0.01 per
share

141,165 I See
footnote
(6)

Common
Stock, par
value
\$0.01 per
share

4,732 I See
footnote
(7)

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
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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. Title and Amount Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Nonqualified Stock	\$ 82.875	08/11/2010		M	73,653	01/02/2004 11/26/2010	Common Stock, par

Options
(right to buy)

value
\$0.01 per
share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHN GARY D C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK,, NY 10282	X		President and COO	

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact

08/13/2010

__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) Reflects the exercise by the Reporting Person of Stock Options granted in November 2000 and scheduled to expire in November 2010.
Reflects a weighted average sale price of \$149.4951 per share, at prices ranging from \$148.97 to \$149.96 per share. The Reporting Person
- (2) 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.
Reflects a weighted average sale price of \$150.4238 per share, at prices ranging from \$149.97 to \$150.95 per share. The Reporting Person
- (3) 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.
Reflects a weighted average sale price of \$151.2038 per share, at prices ranging from \$150.97 to \$151.72 per share. The Reporting Person
- (4) 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.
Reflects a weighted average sale price of \$151.9929 per share, at prices ranging from \$151.97 to \$152.00 per share. The Reporting Person
- (5) 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.
- (6) Held through a limited liability company.
- (7) 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.

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