

GOLDMAN SACHS GROUP INC  
 Form 4  
 October 19, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WEINBERG JOHN S**

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)  
**10/17-04:00/2012**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Vice Chairman

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	10/17-04:00/2012		M <sup>(1)</sup>	27,592	A	\$ 78.87	797,755	D
Common Stock, par value \$0.01 per share	10/17-04:00/2012		S	21,190	D	\$ 123.916 <sup>(2)</sup>	776,565	D
	10/17-04:00/2012		S	6,206	D		770,359	D

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Common Stock, par value \$0.01 per share					\$	124.6445			
					(3)				
Common Stock, par value \$0.01 per share	10/17-04:00/2012	S	196	D	\$ 125	770,163	D		
Common Stock, par value \$0.01 per share	10/18-04:00/2012	M <sup>(1)</sup>	13,502	A	\$ 78.87	783,665	D		
Common Stock, par value \$0.01 per share	10/18-04:00/2012	S	13,502	A	\$	125.0394	770,163	D	
					(4)				
Common Stock, par value \$0.01 per share						21,194	I		See footnote (5)
Common Stock, par value \$0.01 per share						186,022	I		See footnote (6)
Common Stock, par value \$0.01 per share						37,000	I		See footnote (7)

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 Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. U
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date		
Nonqualified Stock Options (right to buy)	\$ 78.87	10/17-04:00/2012			M		27,592	01/02-05:00/2006	11/30-05:00/2012	
Nonqualified Stock Options (right to buy)	\$ 78.87	10/18-04:00/2012			M		13,502	01/02-05:00/2006	11/30-05:00/2012	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINBERG JOHN S C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282			Vice Chairman	

## Signatures

/s/ Beverly L. O'Toole,  
Attorney-in-fact  
10/19-04:00/2012

\_\_\_\_\_  
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 2002 and scheduled to expire in November 2012. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
  - (2) Reflects a weighted average sale price of \$123.9160 per share, at prices ranging from \$123.33 to \$124.31 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.
  - (3) Reflects a weighted average sale price of \$124.6445 per share, at prices ranging from \$124.33 to \$124.85 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.
  - (4) Reflects a weighted average sale price of \$125.0394 per share, at prices ranging from \$125.00 to \$125.18 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.

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- (5) Held through trusts, 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.
- (6) As trustee of a grantor retained annuity trust.
- (7) Held through a limited liability company.

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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