

GOLDMAN SACHS GROUP INC
 Form 3
 March 10, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ^ LEE BRIAN J (Last) (First) (Middle) C/O GOLDMAN, SACHS & CO., ^ 200 WEST STREET (Street) NEW YORK, ^ NY ^ 10282 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/01-05:00/2017 | 3. Issuer Name and Ticker or Trading Symbol GOLDMAN SACHS GROUP INC [GS] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Principal Accounting Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 13,461 ⁽¹⁾ | D | ^ |
| Common Stock, par value \$0.01 per share | 12,978 ⁽¹⁾ | I | See footnote ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------------|------------------|-----------------|--|----------------------------|---------------------|---|
| Restricted Stock Units | Â (3) | Â (3) | Common Stock, par value \$0.01 per share | 36,106 | \$ (3) | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEE BRIAN J C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282 | Â | Â | Â Principal Accounting Officer | Â |

Signatures

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

03/10-05:00/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Certain of these shares cannot be transferred before dates ranging from January 2018 to January 2021.
- (2) 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.

These Restricted Stock Units ("RSUs") were granted on dates ranging from January 2015 to January 2017 and will vest upon the earlier of (a) dates ranging from December 31, 2017 to December 31, 2019 and (b) the Reporting Person's retirement. These RSUs will generally convert into shares of the Issuer's common stock on dates ranging from January 2018 to January 2020. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before dates ranging from January 2020 to January 2022.

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.