

GNODDE RICHARD J
Form 4
October 20, 2017

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 *
GNODDE RICHARD J

2. Issuer Name and Ticker or Trading Symbol
GOLDMAN SACHS GROUP INC
[GS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O GOLDMAN SACHS & CO.
LLC, 200 WEST STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/18-04:00/2017

NEW YORK, NY 10282

(City) (State) (Zip)

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

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	10/18-04:00/2017		M ⁽¹⁾		36,920	A	\$ 204.16	232,073	D
Common Stock, par value \$0.01 per share	10/18-04:00/2017		F ⁽²⁾		31,969	D ₍₂₎	\$ 240	200,104	D
	10/18-04:00/2017		S		4,951	D		195,153	D

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Common Stock, par value \$0.01 per share \$ 239.9502 (3)

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

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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)	
						Date Exercisable	Expiration Date
						Code	V (A) (D)
Nonqualified Stock Options (right to buy)	\$ 204.16	10/18-04:00/2017		M	36,920	01/25-05:00/2011	11/24-05:00/2017

Reporting Owners

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

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact 10/20-04:00/2017

**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 2007 and scheduled to expire in November 2017. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- (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 \$239.9502 per share, at prices ranging from \$239.94 to \$239.96 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.

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.