

GNODDE RICHARD J
Form 4
November 22, 2017

FORM 4

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

OMB APPROVAL

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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)
11/20-05:00/2017

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	11/20-05:00/2017		M ⁽¹⁾	36,920	A	\$ 204.16	232,073	D
Common Stock, par value \$0.01 per share	11/20-05:00/2017		F ⁽²⁾	34,083	D	\$ 238.78	197,990	D
	11/20-05:00/2017		S	2,837	D	\$ 238.683	195,153	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

11/21-05:00/2017

M⁽¹⁾

36,920 A

\$ 204.16

232,073

D

11/21-05:00/2017

F⁽²⁾

34,039

D
(2)

\$ 239.42

198,034

D

11/21-05:00/2017

S

2,881

D

\$
239.2826

195,153

D

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 number.

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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 (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. U
						Date Exercisable	Expiration Date
				Code	V (A) (D)		
Nonqualified Stock Options (right to buy)	\$ 204.16	11/20-05:00/2017		M	36,920	01/25-05:00/2011	11/24-05:00/2017
Nonqualified Stock	\$ 204.16	11/21-05:00/2017		M	36,920	01/25-05:00/2011	11/24-05:00/2017

