

CHAVEZ R. MARTIN

Form 4

February 09, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHAVEZ R. MARTIN

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.
LLC, 200 WEST STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/07-05:00/2018

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Executive Vice President - CFO

(Street)
NEW YORK, NY 10282

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, par value \$0.01 per share	02/07-05:00/2018		S ⁽¹⁾	1,575 D	\$ 257.4576 ⁽²⁾	85,543	D
Common Stock, par value \$0.01 per share	02/07-05:00/2018		S ⁽¹⁾	1,800 D	\$ 258.3761 ⁽³⁾	83,743	D
	02/07-05:00/2018		S ⁽¹⁾	3,958 D		79,785	D

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Common Stock, par value \$0.01 per share					\$ 259.4384 (4)			
Common Stock, par value \$0.01 per share	02/07-05:00/2018	S(1)	2,656	D	\$ 260.4378 (5)	77,129	D	
Common Stock, par value \$0.01 per share	02/07-05:00/2018	S(1)	300	D	\$ 261.27 (6)	76,829	D	
Common Stock, par value \$0.01 per share	02/07-05:00/2018	S(1)	540	D	\$ 257.3872 (7)	1,000	I	See footnote (10)
Common Stock, par value \$0.01 per share	02/07-05:00/2018	S(1)	500	D	\$ 259.264 (8)	500	I	See footnote (10)
Common Stock, par value \$0.01 per share	02/07-05:00/2018	S(1)	500	D	\$ 260.432 (9)	0	I	See footnote (10)

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 (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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAVEZ R. MARTIN C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282			Executive Vice President - CFO	

Signatures

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

02/09-05:00/2018

__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) This transaction was automatically triggered pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person, without any additional action taken by the Reporting Person.
- (2) Reflects a weighted average sale price of \$257.4576 per share, at prices ranging from \$256.90 and \$257.85 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.
- (3) Reflects a weighted average sale price of \$258.3761 per share, at prices ranging from \$257.90 and \$258.82 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 \$259.4384 per share, at prices ranging from \$258.98 and \$259.96 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.
- (5) Reflects a weighted average sale price of \$260.4378 per share, at prices ranging from \$260.00 and \$260.99 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.
- (6) Reflects a weighted average sale price of \$261.27 per share, at prices ranging from \$261.06 and \$261.44 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.
- (7) Reflects a weighted average sale price of \$257.3872 per share, at prices ranging from \$257.02 and \$257.93 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.
- (8) Reflects a weighted average sale price of \$259.264 per share, at prices ranging from \$258.86 and \$259.63 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.
- (9)

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Reflects a weighted average sale price of \$260.432 per share, at prices ranging from \$260.11 and \$260.75 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.

- (10) 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.

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.