SEYMOUR KAREN PATTON

Form 4

January 18, 2019

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

SECURITIES

OMB Number:

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January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average burden hours per

response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

may continue. See Instruction 1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * SEYMOUR KAREN PATTON

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol GOLDMAN SACHS GROUP INC

(Month/Day/Year)

01/17-05:00/2019

[GS]

below)

(Check all applicable)

Executive VP - General Counsel

(Last)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

Director Officer (give title

10% Owner Other (specify

C/O GOLDMAN SACHS & CO.

(Street)

LLC, 200 WEST STREET

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10282

(State) (Zip) (City) 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially Owned

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Reported Transaction(s)

(A) or Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

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

(Month/Day/Year)

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Conversion

3. Transaction Date (Month/Day/Year)

3A. Deemed Execution Date, if

5. Number of TransactionDerivative 1

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	' (A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Year-End Restricted Stock Units	<u>(1)</u>	01/17-05:00/2019		A	21,334	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	21,334

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SEYMOUR KAREN PATTON C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282

Executive VP - General Counsel

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact 01/18-05:00/2019

**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).

Shares of the Issuer's common stock underlying these 2018 Restricted Stock Units ("RSUs") will be delivered in three approximately equal installments on or about each of the first, second and third anniversaries of the grant date, subject to other terms and conditions of the award agreement. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2024.

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.

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