

BLANKFEIN LLOYD C
Form 4
November 22, 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 *
BLANKFEIN LLOYD C

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)
Chairman of the Board and CEO

(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

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

NEW YORK, NY 10282

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/20-05:00/2017		M ⁽¹⁾		161,052	A	\$ 204.16
Common Stock, par value \$0.01 per share	11/20-05:00/2017		F ⁽²⁾		150,736	D ⁽²⁾	\$ 238.78
	11/20-05:00/2017		S		6,553	D	1,235,417

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Common Stock, par value \$0.01 per share					\$ 237.8282 <u>(3)</u>			
Common Stock, par value \$0.01 per share	11/20-05:00/2017	S	3,763	D	\$ 238.2927 <u>(4)</u>	1,231,654	D	
Common Stock, par value \$0.01 per share	11/21-05:00/2017	<u>M</u> ⁽¹⁾	161,052	A	\$ 204.16	1,392,706	D	
Common Stock, par value \$0.01 per share	11/21-05:00/2017	<u>F</u> ⁽²⁾	150,574	<u>D</u> ⁽²⁾	\$ 239.42	1,242,132	D	
Common Stock, par value \$0.01 per share	11/21-05:00/2017	S	7,843	D	\$ 238.6492 <u>(5)</u>	1,234,289	D	
Common Stock, par value \$0.01 per share	11/21-05:00/2017	S	2,635	D	\$ 239.1047 <u>(6)</u>	1,231,654	D	
Common Stock, par value \$0.01 per share						391,332	I	See footnote <u>(7)</u>
Common Stock, par value \$0.01 per share						675,224	I	See footnote <u>(8)</u>

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date
Nonqualified Stock Options (right to buy)	\$ 204.16	11/20-05:00/2017		M	161,052	01/25-05:00/2011	11/24-05:00/2017
Nonqualified Stock Options (right to buy)	\$ 204.16	11/21-05:00/2017		M	161,052	01/25-05:00/2011	11/24-05:00/2017

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLANKFEIN LLOYD C C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282			Chairman of the Board and CEO	

Signatures

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

11/22-05:00/2017

__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).
- Reflects the exercise by the Reporting Person of Stock Options granted in December 2007 and scheduled to expire in November 2017.
- (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) 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 \$237.8282 per share, at prices ranging from \$237.15 to \$238.14 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.

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- Reflects a weighted average sale price of \$238.2927 per share, at prices ranging from \$238.15 to \$238.57 per share. The Reporting Person
- (4) 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.
- Reflects a weighted average sale price of \$238.6492 per share, at prices ranging from \$237.99 to \$238.97 per share. The Reporting Person
- (5) 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.
- Reflects a weighted average sale price of \$239.1047 per share, at prices ranging from \$238.99 to \$239.28 per share. The Reporting Person
- (6) 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) Held through trusts, 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.
- (8) As trustee of grantor retained annuity trusts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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