

STECHER ESTA E
Form 4
February 10, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STECHER ESTA E

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., 85 BROAD STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Executive VP - General Counsel

NEW YORK,, NY 10004

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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 02/08/2010 | | M | 11,445 | A | \$ 82.875 | 265,724 | D |
| Common Stock, par value \$0.01 per share | 02/08/2010 | | S | 11,445 | D | \$ 152.6526 | 254,279 | D |
| | 02/08/2010 | | M | 10,429 | A | \$ 91.61 | 264,708 | D |

Edgar Filing: STECHER ESTA E - Form 4

Common
Stock, par
value
\$0.01 per
share

| | | | | | | | |
|-------------------------------|------------|---|--------|---|---------------------------|---------|---|
| Common Stock, par value | 02/08/2010 | S | 10,429 | D | \$ 152.7083 (2) (4) | 254,279 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-------|---|----------|---------|---|
| Common Stock, par value | 02/08/2010 | M | 9,191 | A | \$ 78.87 | 263,470 | D |
| \$0.01 per share | | | | | | | |

| | | | | | | | |
|-------------------------------|------------|---|-------|---|---------------------------|---------|---|
| Common Stock, par value | 02/08/2010 | S | 9,191 | D | \$ 152.6969 (3) (4) | 254,279 | D |
| \$0.01 per share | | | | | | | |

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.

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) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Nonqualified Stock Options (right to buy) | \$ 82.875 | 02/08/2010 | | M | 11,445 | 01/02/2004 11/26/2010 | Common Stock, par value \$0.01 per share |
| Nonqualified Stock | \$ 91.61 | 02/08/2010 | | M | 10,429 | 01/03/2005 11/25/2011 | Common Stock, par |

Options
(right to buy)

value
\$0.01 per
share

Nonqualified
Stock
Options
(right to buy)

\$ 78.87

02/08/2010

M

9,191

01/02/2006

11/30/2012

Common
Stock, par
value 9,1
\$0.01 per
share

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STECHER ESTA E
C/O GOLDMAN, SACHS & CO.
85 BROAD STREET
NEW YORK,, NY 10004

Executive VP - General Counsel

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact

02/10/2010

__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 a weighted average sale price of \$152.6526 per share, at prices ranging from \$152.37 to \$152.85 per share.
- (2) Reflects a weighted average sale price of \$152.7083 per share, at prices ranging from \$152.46 to \$152.85 per share.
- (3) Reflects a weighted average sale price of \$152.6969 per share, at prices ranging from \$152.46 to \$152.81 per share.
- (4) 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.

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.