

GOLDMAN SACHS GROUP INC

Form 4

January 23, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON JAMES A /DC/

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., 200 WEST STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/19-05:00/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

NEW YORK, NY 10282

(City) (State) (Zip)

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

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

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/19-05:00/2017                        |                                                             | M <sup>(1)</sup>                        | 11,600 A                                                                | \$ 204.16 11,600                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/19-05:00/2017                        |                                                             | S                                       | 11,600 D                                                                | \$<br>233.9865 0                                                                                                   | D                                                                       |                                                                   |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------|
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                        | Date Exercisable                                            | Expiration Date  |
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                              |                                                             |                  |
| Nonqualified<br>Stock<br>Options<br>(right to buy)  | \$ 204.16                                                             | 01/19-05:00/2017                        |                                                             | M                                       | 11,600                                                                                                 | 01/25-05:00/2011                                            | 11/24-05:00/2011 |
| Restricted<br>Stock Units                           | (3)                                                                   | 01/19-05:00/2017                        |                                                             | A                                       | 2,595                                                                                                  | (3)                                                         | (3)              |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| JOHNSON JAMES A /DC/<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282 |                                  |

## Signatures

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

01/23-05:00/2017

\_\_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).

(1) Reflects the exercise by the Reporting Person of Stock Options granted in December 2007 and scheduled to expire in November 2017.

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- Reflects a weighted average sale price of \$233.9865 per share, at prices ranging from \$233.65 to \$234.195 per share. The Reporting
- (2) 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) Shares of the Issuer's common stock underlying these Restricted Stock Units will be delivered on the first eligible trading day in the third quarter in the year following the year of the retirement of the Reporting Person from the Issuer's Board of Directors.

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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