

EVANS J. MICHAEL  
Form 4  
November 26, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
EVANS J. MICHAEL

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)  
11/23-05:00/2012

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

NEW YORK, NY 10282

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	11/23-05:00/2012		M <sup>(1)</sup>	35,508 A	\$ 78.87 738,792	D	
Common Stock, par value \$0.01 per share	11/23-05:00/2012		S	35,508 D	\$ 119.3793 703,284	D	
	11/23-05:00/2012		M <sup>(1)</sup>	24,900 A	\$ 78.87 728,184	D	

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Common  
Stock, par  
value  
\$0.01 per  
share

Common Stock, par value \$0.01 per share	11/23-05:00/2012	S	24,900	D	\$ 119.8472 (3)	703,284	D
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Common Stock, par value \$0.01 per share	11/23-05:00/2012	S	47,629	D	\$ 119.3203 (4)	655,655	D
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Common Stock, par value \$0.01 per share	11/23-05:00/2012	S	42,371	D	\$ 119.8319 (5)	613,284	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Tit Unde (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock, par value \$0.01 per share	\$ 78.87	11/23-05:00/2012		M	60,408	01/02-05:00/2006	11/30-05:00/2012	Com Stoc va \$0.0 sh

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVANS J. MICHAEL C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282			Vice Chairman	

## Signatures

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

11/26-05:00/2012

\_\_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 November 2002 and scheduled to expire in November 2012.  
Reflects a weighted average sale price of \$119.3793 per share, at prices ranging from \$118.6800 to \$119.6700 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 \$119.8472 per share, at prices ranging from \$119.6800 to \$119.9800 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 \$119.3203 per share, at prices ranging from \$118.6500 to \$119.6400 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 \$119.8319 per share, at prices ranging from \$119.6500 to \$119.9800 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.

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.