

GOLDMAN SACHS GROUP INC
 Form 4
 October 23, 2014

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

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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 *
 SMITH SARAH G

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)
 10/21-04:00/2014

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Principal Accounting Officer

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	10/21-04:00/2014		S ⁽¹⁾	906	D	\$ 180	25,050	D
Common Stock, par value \$0.01 per share	10/22-04:00/2014		M ⁽²⁾	33,557	A	\$ 78.78	58,607	D
	10/22-04:00/2014		F ⁽³⁾	25,215		\$ 180.18	33,392	D

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Common Stock, par value \$0.01 per share				D (3)				
Common Stock, par value \$0.01 per share	10/22-04:00/2014	S	2,442	D	\$ 177.3294 (4)	30,950	D	
Common Stock, par value \$0.01 per share	10/22-04:00/2014	S	2,600	D	\$ 178.2008 (5)	28,350	D	
Common Stock, par value \$0.01 per share	10/22-04:00/2014	S	3,200	D	\$ 179.1783 (6)	25,150	D	
Common Stock, par value \$0.01 per share	10/22-04:00/2014	S	100	D	\$ 180.6	25,050	D	
Common Stock, par value \$0.01 per share						14,224	I	See footnote (7)

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 Underlying (Instr. 3 and 4)
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