

GOLDMAN SACHS GROUP INC
 Form 4
 November 14, 2016

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 *
 COHEN ALAN M

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)
 11/09-05:00/2016

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP, Global Head of Compliance

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	11/09-05:00/2016		S	500	D	\$ 185.75 ⁽¹⁾	60,944	D
Common Stock, par value \$0.01 per share	11/09-05:00/2016		S	585	D	\$ 187.0005 ⁽²⁾	60,359	D
	11/09-05:00/2016		S	1,265	D		59,094	D

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Common Stock, par value \$0.01 per share					\$ 187.9185 (3)			
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	100	D	\$ 188.81	58,994	D	
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	300	D	\$ 190.6333 (4)	58,694	D	
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	805	D	\$ 191.696 (5)	57,889	D	
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	1,340	D	\$ 192.5952 (6)	56,549	D	
Common Stock, par value \$0.01 per share	11/09-05:00/2016	S	105	D	\$ 193.4495 (7)	56,444	D	
Common Stock, par value \$0.01 per share						9,084	I	See footnote (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COHEN ALAN M
C/O GOLDMAN, SACHS & CO.
200 WEST STREET
NEW YORK, NY 10282

EVP, Global Head of Compliance

Signatures

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

11/11-05:00/2016

__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 \$185.75 per share, at prices ranging from \$185.38 to \$186.18 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.
 - (2) Reflects a weighted average sale price of \$187.0005 per share, at prices ranging from \$186.49 to \$187.41 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 \$187.9185 per share, at prices ranging from \$187.49 to \$188.33 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 \$190.6333 per share, at prices ranging from \$190.2 to \$191.19 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 \$191.6960 per share, at prices ranging from \$191.29 to \$192.25 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.
 - (6) Reflects a weighted average sale price of \$192.5952 per share, at prices ranging from \$192.3 to \$193.02 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.
 - (7)

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Reflects a weighted average sale price of \$193.4495 per share, at prices ranging from \$193.44 to \$193.45 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.

- (8) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiary of which is an immediate family member of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

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.