BLANKFEIN LLOYD C

Form 4

February 05, 2010

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue. See Instruction

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

SECURITIES

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

(State)

BLANKFEIN LLOYD C

2. Issuer Name and Ticker or Trading

Symbol

GOLDMAN SACHS GROUP INC

[GS]

3. Date of Earliest Transaction

(Month/Day/Year) 02/05/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Chairman of the Board and CEO

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

C/O GOLDMAN, SACHS & CO., 85 BROAD STREET

(Middle)

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

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

NEW YORK,, NY 10004

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Securities Acquired (or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of			(Instr. 3 and 4)		Se (Iı
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Year-End Restricted Stock Units	(1)	02/05/2010		A		58,381		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	58,381	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BLANKFEIN LLOYD C C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	X		Chairman of the Board and CEO					

Signatures

/s/ Roger S. Begelman, Attorney-in-fact 02/05/2010

**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).

One-third of these 2009 year-end Restricted Stock Units ("RSUs") will convert into shares of the Issuer's common stock in each of (1) January 2011, January 2012 and January 2013. The shares of common stock delivered pursuant to these RSUs cannot be sold or transferred before January 2015. These RSUs comprise 100% of the Reporting Person's discretionary compensation for 2009.

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.

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