

PALM GREGORY K
Form 4
December 28, 2018

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 *
PALM GREGORY K

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.
LLC, 200 WEST STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/26-05:00/2018

____ Director
____ Officer (give title below) _____ 10% Owner
____ Other (specify below)
Executive VP - General Counsel

NEW YORK, NY 10282

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/26-05:00/2018		M ⁽¹⁾⁽²⁾		34,956	A	\$ 78.78
Common Stock, par value \$0.01 per share	12/26-05:00/2018		F ⁽¹⁾⁽³⁾		26,811	D	\$ 156.99
	12/26-05:00/2018		S ⁽¹⁾		8,145	D	
							981,871
							955,060
							946,915

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Common Stock, par value \$0.01 per share					\$	157,117			
					(4)				
Common Stock, par value \$0.01 per share	12/27-05:00/2018	M ⁽¹⁾⁽²⁾	34,956	A	\$ 78.78	981,871	D		
Common Stock, par value \$0.01 per share	12/27-05:00/2018	F ⁽¹⁾⁽³⁾	26,650	D	\$ 160.12	955,221	D		
Common Stock, par value \$0.01 per share	12/27-05:00/2018	S ⁽¹⁾	8,306	D	\$ 159.68	946,915	D		
Common Stock, par value \$0.01 per share						71,281	I		See footnote (5)
Common Stock, par value \$0.01 per share						15,726	I		See footnote (6)

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 (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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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock Options (right to buy)	\$ 78.78	12/26-05:00/2018	M ⁽¹⁾			34,956	<u>(7)</u>	12/31-05:00/2018	Common Stock, par value \$0.01 per share
Nonqualified Stock Options (right to buy)	\$ 78.78	12/27-05:00/2018	M ⁽¹⁾			34,956	<u>(7)</u>	12/31-05:00/2018	Common Stock, par value \$0.01 per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALM GREGORY K C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282			Executive VP - General Counsel	

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact
 12/28-05:00/2018
 **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) This transaction was automatically triggered pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person in November 2017, without any additional action taken by the Reporting Person.
- (2) Reflects the exercise by the Reporting Person of Stock Options granted in December 2008 and scheduled to expire in December 2018.
- (3) Represents shares of the Issuer's common stock withheld to fund the exercise price and to satisfy withholding obligations in connection with the exercise of Stock Options described in footnote 2 above.
 Reflects a weighted average sale price of \$157.1171 per share, at prices ranging from \$156.9910 and \$157.2050 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) Held through a limited liability company.
- (5) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.
- (6) One-third of these Stock Options became exercisable in each of January 2010, January 2011 and January 2012.
- (7)

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.