

GOLDMAN SACHS GROUP INC

Form 4

January 20, 2017

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

OMB APPROVAL

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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 *
GNODDE RICHARD J

(Last) (First) (Middle)

C/O GOLDMAN, SACHS &
CO., 200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
GOLDMAN SACHS GROUP INC
[GS]3. Date of Earliest Transaction
(Month/Day/Year)
01/19-05/00/20174. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below) Vice Chairman6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**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 (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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|----------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|------------------------------------------------------|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Year-End Restricted Stock Units | (1) | 01/19-05:00/2017 | A | | 38,892 | | (1) | (1) | Common Stock, par value \$0.01 per share | 38,892 |
| Fixed Allowance Restricted Stock Units | (2) | 01/19-05:00/2017 | A | | 3,890 | | (2) | (2) | Common Stock, par value \$0.01 per share | 3,890 |

Reporting Owners

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

Signatures

/s/ Beverly L. O'Toole,
Attorney-in-fact
01/20-05:00/2017

**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) Shares of the Issuer's common stock underlying these 2016 year-end Restricted Stock Units ("RSUs") will be delivered in five approximately equal installments on or about each of the third through seventh anniversaries of the grant date, subject to other terms and conditions of the award agreement. The shares of common stock delivered pursuant to these RSUs prior to the fifth anniversary of grant generally cannot be sold or transferred before January 2022; the remaining shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred until approximately six months after the applicable delivery date.
- (2) The shares of common stock underlying these 2016 fixed allowance RSUs will be delivered in three approximately equal installments on or about each of the first, second and third anniversaries of the grant date, subject to other terms and conditions of the award agreement. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2022.

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.