

BLANKFEIN LLOYD C

Form 4

November 22, 2017

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BLANKFEIN LLOYD C

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/20-05:00/2017

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Chairman of the Board and CEO

(Street)
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)
Common Stock, par value \$0.01 per share	11/20-05:00/2017		M ⁽¹⁾	161,052 A \$ 204.16	1,392,706	D	
Common Stock, par value \$0.01 per share	11/20-05:00/2017		F ⁽²⁾	150,736 D (2) \$ 238.78	1,241,970	D	
	11/20-05:00/2017		S	6,553 D	1,235,417	D	

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Common Stock, par value \$0.01 per share					\$ 237.8282 (3)			
Common Stock, par value \$0.01 per share	11/20-05:00/2017	S	3,763	D	\$ 238.2927 (4)	1,231,654	D	
Common Stock, par value \$0.01 per share	11/21-05:00/2017	M(1)	161,052	A	\$ 204.16	1,392,706	D	
Common Stock, par value \$0.01 per share	11/21-05:00/2017	F(2)	150,574	D (2)	\$ 239.42	1,242,132	D	
Common Stock, par value \$0.01 per share	11/21-05:00/2017	S	7,843	D	\$ 238.6492 (5)	1,234,289	D	
Common Stock, par value \$0.01 per share	11/21-05:00/2017	S	2,635	D	\$ 239.1047 (6)	1,231,654	D	
Common Stock, par value \$0.01 per share						391,332	I	See footnote (7)
Common Stock, par value \$0.01 per share						675,224	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)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date
Nonqualified Stock Options (right to buy)	\$ 204.16	11/20-05:00/2017		M	161,052	01/25-05:00/2011	11/24-05:00/2017
Nonqualified Stock Options (right to buy)	\$ 204.16	11/21-05:00/2017		M	161,052	01/25-05:00/2011	11/24-05:00/2017

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BLANKFEIN LLOYD C C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282	Chairman of the Board and CEO

Signatures

/s/ Beverly L. O'Toole,
Attorney-in-fact
11/22-05:00/2017
Date

**Signature of Reporting Person

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).

- Reflects the exercise by the Reporting Person of Stock Options granted in December 2007 and scheduled to expire in November 2017.
- (1) This transaction was automatically triggered pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person, without any additional action taken by the Reporting Person.
 - (2) 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 the Stock Options described in footnote 1 above.
Reflects a weighted average sale price of \$237.8282 per share, at prices ranging from \$237.15 to \$238.14 per share. The Reporting Person
 - (3) 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.

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- Reflects a weighted average sale price of \$238.2927 per share, at prices ranging from \$238.15 to \$238.57 per share. The Reporting Person
- (4) 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.
- Reflects a weighted average sale price of \$238.6492 per share, at prices ranging from \$237.99 to \$238.97 per share. The Reporting Person
- (5) 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.
- Reflects a weighted average sale price of \$239.1047 per share, at prices ranging from \$238.99 to \$239.28 per share. The Reporting Person
- (6) 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) Held through trusts, 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.
- (8) As trustee of grantor retained annuity trusts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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