

GOLDMAN SACHS GROUP INC

Form 4

October 19, 2012

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., 200 WEST STREET

3. Date of Earliest Transaction
(Month/Day/Year)
10/17-04:00/2012

____ 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	10/17-04:00/2012		M ⁽¹⁾	34,909 A \$ 78.87	1,821,217	D	
Common Stock, par value \$0.01 per share	10/17-04:00/2012		S	26,621 D \$ 123.916 ⁽²⁾	1,794,596	D	
	10/17-04:00/2012		S	7,797 D	1,786,799	D	

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Common
Stock, par
value
\$0.01 per
share

\$
124.6445
(3)

Common
Stock, par
value
\$0.01 per
share

10/17-04:00/2012 S 491 D \$ 125 1,786,308 D

Common
Stock, par
value
\$0.01 per
share

10/18-04:00/2012 M(1) 33,927 A \$ 78.87 1,820,235 D

Common
Stock, par
value
\$0.01 per
share

10/18-04:00/2012 S 33,927 D \$ 125.0394 1,786,308 D
(4)

Common
Stock, par
value
\$0.01 per
share

342,331 I See
footnote
(5)

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 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. U (
						Date Exercisable	Expiration Date
				Code V (A) (D)			
Nonqualified Stock	\$ 78.87	10/17-04:00/2012		M	34,909	01/02-05:00/2006	11/30-05:00/2012

Options
(right to buy)

Nonqualified

Stock \$ 78.87 10/18-04:00/2012 M 33,927 01/02-05:00/2006 11/30-05:00/2012
Options
(right to buy)

Reporting Owners

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

Signatures

/s/ Beverly L. O'Toole,
Attorney-in-fact 10/19-04:00/2012

__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 the exercise by the Reporting Person of Stock Options granted in December 2002 and scheduled to expire in November 2012. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

- (2) Reflects a weighted average sale price of \$123.9160 per share, at prices ranging from \$123.33 to \$124.31 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 \$124.6445 per share, at prices ranging from \$124.33 to \$124.85 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 \$125.0394 per share, at prices ranging from \$125.00 to \$125.18 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.

- (5) 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.

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.