

GNODDE RICHARD J

Form 4

January 19, 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 *
 GNODDE RICHARD J

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)
 01/18-05/00/2018

____ Director ____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Vice Chairman

(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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	<u>(1)</u>	01/18-05:00/2018	A		37,985		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	37,985
Fixed Allowance Restricted Stock Units	<u>(2)</u>	01/18-05:00/2018	A		11,974		<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.01 per share	11,974

Reporting Owners

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

Signatures

/s/ Beverly L. O'Toole,
Attorney-in-fact

01/19-05:00/2018

__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).

Shares of the Issuer's common stock underlying these 2017 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 2023; the remaining shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred until one year after the applicable delivery date.

Shares of the Issuer's common stock underlying these 2017 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 2023.

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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