GOLDMAN SACHS GROUP INC

Form 4

February 03, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

BLANKFEIN LLOYD C

GOLDMAN SACHS GROUP INC [GS]

2. Issuer Name and Ticker or Trading

(Check all applicable)

Chairman of the Board and CEO

(Last)

(City)

Security

(Instr. 3)

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

_X__ Director X_ Officer (give title

10% Owner Other (specify

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

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/01/2012

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK,, NY 10282

(State) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

> Reported Transaction(s)

(A) or (Instr. 3 and 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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactiorDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. 1 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)		S (I
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Year-End Restricted Stock Units	<u>(1)</u>	02/01/2012		A		61,702		<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	61,702	

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	X		Chairman of the Board and CEO					

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact 02/03/2012

**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).

One-third of these 2011 Restricted Stock Units ("RSUs") will convert into shares of the Issuer's common stock in each of January 2013, (1) January 2014 and January 2015. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2017.

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.

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