

SCHWARTZ HARVEY M  
Form 3  
February 01, 2013

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *   |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |                                                                        |
| Â SCHWARTZ HARVEY M                         |         | (Month/Day/Year)                     | GOLDMAN SACHS GROUP INC [GS]                       |                                                                        |
| (Last)                                      | (First) | (Middle)                             | 01/31-05:00/2013                                   |                                                                        |
| C/O GOLDMAN, SACHS & CO., Â 200 WEST STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                    |         |                                      | (Check all applicable)                             |                                                                        |
| NEW YORK, Â NY Â 10282                      |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)                                      | (State) | (Zip)                                | <input type="checkbox"/> Officer                   | <input type="checkbox"/> Other                                         |
|                                             |         |                                      | (give title below)                                 | (specify below)                                                        |
|                                             |         |                                      | Executive Vice President - CFO                     | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|                                             |         |                                      |                                                    | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|                                             |         |                                      |                                                    | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, par value \$0.01 per share | 175,493 <sup>(1)</sup>                                | D                                                        | Â                                                     |
| Common Stock, par value \$0.01 per share | 30,000                                                | I                                                        | See footnote <sup>(2)</sup>                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|

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|                                           | Date Exercisable | Expiration Date | Title                                    | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|-------------------------------------------|------------------|-----------------|------------------------------------------|----------------------------|---------------------|-------------------------------------------------|---|
| Restricted Stock Units                    | Â (3)            | Â (3)           | Common Stock, par value \$0.01 per share | 171,419                    | \$ (3)              | D                                               | Â |
| Nonqualified Stock Options (right to buy) | Â (4)            | Â (4)           | Common Stock, par value \$0.01 per share | 302,888                    | \$ (4)              | D                                               | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                         | Relationships |           |                                  |       |
|----------------------------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                                        | Director      | 10% Owner | Officer                          | Other |
| SCHWARTZ HARVEY M<br>C/O GOLDMAN, SACHS & CO.<br>200 WEST STREET<br>NEW YORK, NY 10282 | Â             | Â         | Â Executive Vice President - CFO | Â     |

## Signatures

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

02/01-05:00/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) These shares cannot be transferred before dates ranging from January 2014 to January 2017.
- (2) Held through a trust, the sole trustee of which is an immediate family member of the Reporting Person and the sole beneficiary of which is an immediate family member of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

These Restricted Stock Units ("RSUs") were granted on dates ranging from January 2011 to January 2013 and are fully vested. The shares of the Issuer's common stock underlying these RSUs will be delivered on dates ranging from on or about the first anniversary of the grant date to on or about the third anniversary of the grant date, subject to other terms and conditions of the applicable award agreement. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before dates ranging from January 2016 to January 2018.

- (3) The exercise price for the stock options is \$78.78, and their expiration date is December 31, 2018. All of these stock options are vested and exercisable. If the stock options are exercised, the underlying shares of common stock generally cannot be sold or transferred before January 2014.

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.