GOLDMAN SACHS GROUP INC
Form 4
November 15, 2016

FORM 4

OMB APPROVAL

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

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 *
VINIAR DAVID A

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GOLDMAN SACHS GROUP INC [GS]

3. Date of Earliest Transaction (Month/Day/Year)
11/11-05:00/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	11/11-05:00/2016		M (1)		75,000	A	$ 199.84	839,925	D	
Common Stock, par value $0.01 per share	11/11-05:00/2016		F (2)		74,330	D (2)	$ 204.14	765,595	D	
	11/11-05:00/2016		S		670	D		764,925	D	

Common Stock, par value $0.01 per share						$ 204.2175 (3)			
Common Stock, par value $0.01 per share	11/14-05:00/2016		M (1)	39,000	A	$ 199.84	803,925	D	
Common Stock, par value $0.01 per share	11/14-05:00/2016		F (2)	38,222	D (2)	$ 209.3	765,703	D	
Common Stock, par value $0.01 per share	11/14-05:00/2016		S	778	D	$ 209.3256 (4)	764,925	D	
Common Stock, par value $0.01 per share							123,186	I	See footnote (5)
Common Stock, par value $0.01 per share							102,257	I	See footnote (6)

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

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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)	7 U (

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	T
Nonqualified Stock Options (right to buy)	$ 199.84	11/11-05:00/2016	M			75,000	01/25-05:00/2010	11/25-05:00/2016	
Nonqualified Stock Options (right to buy)	$ 199.84	11/14-05:00/2016	M			39,000	01/25-05:00/2010	11/25-05:00/2016	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VINIAR DAVID A C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282				

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact	11/15-05:00/2016
**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 2006 and scheduled to expire in November 2016.

(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.

(3) Reflects a weighted average sale price of $204.2175 per share, at prices ranging from $204.2115 to $204.2249 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 $209.3256 per share, at prices ranging from $209.3197 to $209.3350 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 a limited liability company.

(6) 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.
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