

GOLDMAN SACHS GROUP INC

Form 3

January 11, 2017

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â GNODDE RICHARD J
(Last) (First) (Middle)C/O GOLDMAN, SACHS &
CO.,Â 200 WEST STREET

(Street)

NEW YORK,Â NYÂ 10282

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/01-05/00/20173. Issuer Name **and** Ticker or Trading Symbol
GOLDMAN SACHS GROUP INC [GS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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**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

167,927 ⁽¹⁾

D Â

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)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value 113,055 \$ (2) \$0.01 per share	D Â
Nonqualified Stock Options (right to buy)	Â (3)	Â (3)	Common Stock, par value 110,760 \$ (3) \$0.01 per share	D Â

Reporting Owners

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

Signatures

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

01/11-05:00/2017

__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) Certain of these shares cannot be transferred before dates ranging from January 2017 to January 2020.

A portion of these Restricted Stock Units ("RSUs") were granted in January 2015, with the remainder granted in January 2016. These RSUs are fully vested and will generally convert into shares of the Issuer's common stock on dates ranging from January 2017 to January 2019. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2020 (with respect to RSUs granted in January 2015) and January 2021 (with respect to RSUs granted in January 2016).

(3) The exercise price for these stock options is \$204.16, and their expiration date is November 24, 2017. All of these stock options are vested and exercisable.

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.