

SHERWOOD MICHAEL S
 Form 4
 October 19, 2012

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 *
 SHERWOOD MICHAEL S

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., 200 WEST STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/17-04:00/2012

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

NEW YORK, NY 10282

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Beneficial Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 10/17-04:00/2012 | | M ⁽¹⁾ | 96,283 | A | \$ 78.87 | 228,614 | D |
| Common Stock, par value \$0.01 per share | 10/17-04:00/2012 | | S | 74,259 | D | \$ 123.916 ⁽²⁾ | 154,355 | D |
| | 10/17-04:00/2012 | | S | 21,750 | D | | 132,605 | D |

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| | | | | | | | | |
|--|------------------|-------------------------|--------|---|------------------------------|---------|---|-------------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 124.6445 <u>(3)</u> | | | |
| Common Stock, par value \$0.01 per share | 10/17-04:00/2012 | S | 274 | D | \$ 125 | 132,331 | D | |
| Common Stock, par value \$0.01 per share | 10/18-04:00/2012 | <u>M</u> ⁽¹⁾ | 18,928 | A | \$ 78.87 | 151,259 | D | |
| Common Stock, par value \$0.01 per share | 10/18-04:00/2012 | S | 18,928 | D | \$ 125.0394 <u>(4)</u> | 132,331 | D | |
| Common Stock, par value \$0.01 per share | | | | | | 135,164 | I | See footnote <u>(5)</u> |
| Common Stock, par value \$0.01 per share | | | | | | 103,850 | I | See footnote <u>(6)</u> |

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.

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|

| | | | | | Date Exercisable | Expiration Date |
|--|----------|------------------|------|---|------------------|-----------------------------------|
| | | | Code | V | (A) | (D) |
| Nonqualified Stock Options (right to buy) | \$ 78.87 | 10/17-04:00/2012 | M | | 96,283 | 01/02-05:00/2006 11/30-05:00/2012 |
| Nonqualified Stock Options (right to buy) | \$ 78.87 | 10/18-04:00/2012 | M | | 18,928 | 01/02-05:00/2006 11/30-05:00/2012 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERWOOD MICHAEL S C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282 | | | Vice Chairman | |

Signatures

/s/ Beverly L. O'Toole, 10/19-04:00/2012
Attorney-in-fact

**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 November 2002 and scheduled to expire in November 2012. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- (2) Reflects a weighted average sale price of \$123.9160 per share, at prices ranging from \$123.33 to \$124.31 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.
- (3) Reflects a weighted average sale price of \$124.6445 per share, at prices ranging from \$124.33 to \$124.85 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 \$125.0394 per share, at prices ranging from \$125.00 to \$125.18 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 by spouse.
- (6) Reported for informational purposes only. Held through a trust over which the Reporting Person has no investment control and the sole trustee of which is a third-party institution. In accordance with Rule 16a-8, the Reporting Person disclaims beneficial ownership of the shares held through this trust.

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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