

CHAVEZ R. MARTIN
 Form 4
 February 09, 2018

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 *
 CHAVEZ R. MARTIN

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President - CFO

(Last) (First) (Middle)
 C/O GOLDMAN SACHS & CO.
 LLC, 200 WEST STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07-05:00/2018

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

NEW YORK, NY 10282

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.01 per share | 02/07-05:00/2018 | | S ⁽¹⁾ | 1,575 D | \$ 257,4576 (2) | 85,543 D | |
| Common Stock, par value \$0.01 per share | 02/07-05:00/2018 | | S ⁽¹⁾ | 1,800 D | \$ 258,3761 (3) | 83,743 D | |
| | 02/07-05:00/2018 | | S ⁽¹⁾ | 3,958 D | | 79,785 D | |

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| | | | | | | | | |
|--|------------------|------------------|-------|---|--------------------|--------|---|-------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 259.4384 (4) | | | |
| Common Stock, par value \$0.01 per share | 02/07-05:00/2018 | S ⁽¹⁾ | 2,656 | D | \$ 260.4378 (5) | 77,129 | D | |
| Common Stock, par value \$0.01 per share | 02/07-05:00/2018 | S ⁽¹⁾ | 300 | D | \$ 261.27 (6) | 76,829 | D | |
| Common Stock, par value \$0.01 per share | 02/07-05:00/2018 | S ⁽¹⁾ | 540 | D | \$ 257.3872 (7) | 1,000 | I | See footnote (10) |
| Common Stock, par value \$0.01 per share | 02/07-05:00/2018 | S ⁽¹⁾ | 500 | D | \$ 259.264 (8) | 500 | I | See footnote (10) |
| Common Stock, par value \$0.01 per share | 02/07-05:00/2018 | S ⁽¹⁾ | 500 | D | \$ 260.432 (9) | 0 | I | See footnote (10) |

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

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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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|

(Instr. 3,
4, and 5)

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHAVEZ R. MARTIN C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282 | | | Executive Vice President - CFO | |

Signatures

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

02/09-05:00/2018

__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) This transaction was automatically triggered pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person, without any additional action taken by the Reporting Person.
- (2) Reflects a weighted average sale price of \$257.4576 per share, at prices ranging from \$256.90 and \$257.85 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.
- (3) Reflects a weighted average sale price of \$258.3761 per share, at prices ranging from \$257.90 and \$258.82 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 \$259.4384 per share, at prices ranging from \$258.98 and \$259.96 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) Reflects a weighted average sale price of \$260.4378 per share, at prices ranging from \$260.00 and \$260.99 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.
- (6) Reflects a weighted average sale price of \$261.27 per share, at prices ranging from \$261.06 and \$261.44 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.
- (7) Reflects a weighted average sale price of \$257.3872 per share, at prices ranging from \$257.02 and \$257.93 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.
- (8) Reflects a weighted average sale price of \$259.264 per share, at prices ranging from \$258.86 and \$259.63 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.
- (9)

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Reflects a weighted average sale price of \$260.432 per share, at prices ranging from \$260.11 and \$260.75 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.

- (10) Held through a trust, 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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