

EVANS J. MICHAEL
Form 4
November 26, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EVANS J. MICHAEL

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)
11/23-05:00/2012

____ Director ____ 10% Owner
____ Officer (give title below) ____ 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)
X 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)
Common Stock, par value \$0.01 per share	11/23-05:00/2012		M ⁽¹⁾	35,508 A	\$ 78.87 738,792	D	
Common Stock, par value \$0.01 per share	11/23-05:00/2012		S	35,508 D	\$ 119.3793 703,284	D	
	11/23-05:00/2012		M ⁽¹⁾	24,900 A	\$ 78.87 728,184	D	

Common
Stock, par
value
\$0.01 per
share

Common Stock, par value \$0.01 per share	11/23-05:00/2012	S	24,900	D	\$ 119.8472 (3)	703,284	D
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Common Stock, par value \$0.01 per share	11/23-05:00/2012	S	47,629	D	\$ 119.3203 (4)	655,655	D
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Common Stock, par value \$0.01 per share	11/23-05:00/2012	S	42,371	D	\$ 119.8319 (5)	613,284	D
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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.

SEC 1474
(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)		7. Title Underlying (Instr. 3)
				Code	V	(A)	(D)	
Common Stock, par value \$0.01 per share	\$ 78.87	11/23-05:00/2012		M		60,408	01/02-05:00/2006 11/30-05:00/2012	Common Stock, par value \$0.01 per share

Reporting Owners

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

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact	11/26-05:00/2012
**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.
Reflects a weighted average sale price of \$119.3793 per share, at prices ranging from \$118.6800 to \$119.6700 per share. The Reporting
- (2) 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.
Reflects a weighted average sale price of \$119.8472 per share, at prices ranging from \$119.6800 to \$119.9800 per share. The Reporting
- (3) 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.
Reflects a weighted average sale price of \$119.3203 per share, at prices ranging from \$118.6500 to \$119.6400 per share. The Reporting
- (4) 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.
Reflects a weighted average sale price of \$119.8319 per share, at prices ranging from \$119.6500 to \$119.9800 per share. The Reporting
- (5) 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.

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.