#### GOLDMAN SACHS GROUP INC

Form 4

November 19, 2013

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FORM (	4		ar arm				IOE GO	A A ATCCION	OMB APF	PROVAL	
	UNITED	STATES S		ITIES AI hington, I			NGE CO	MMISSION	OMB Number:	3235-0287	
Check this b if no longer									Expires:	January 31,	
subject to Section 16. Form 4 or	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								2005 erage per 0.5	
Form 5 obligations may continu <i>See</i> Instructi 1(b).	e. Section 17(a	a) of the P	ublic Uti		ing Com	pany	Act of 19	act of 1934, 935 or Section			
(Print or Type Res	ponses)										
JOHNSON JAMES A /DC/			Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			GOLDM [GS]	IAN SAC	CHS GRO	OUP I	INC	(Check	all applicable)		
(Last)	(First) (M	Middle)	3. Date of	Earliest Tra	insaction		_	Director	10% C		
C/O GOLDMA CO., 200 WES	AN, SACHS & ST STREET		(Month/Da 11/15-05	ay/Year) 5:00/2013			bel	Officer (give ti	below)	specify	
	(Street)			ndment, Dat h/Day/Year)	_		Ap	Individual or Joi			
NEW YORK,	NY 10282						_	C_ Form filed by Or _ Form filed by Morson			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Acquir	ed, Disposed of,	or Beneficially	Owned	
	ransaction Date onth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	nDisposed (Instr. 3, 4	of (D) 4 and 5  (A) or	5)	or 5. Amount o Securities Beneficially Owned Following Reported Transaction (Instr. 3 and	Ownership Form: Direct (D) or Indirect (I) s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	/15-05:00/2013			Code V  M(1)		(D)	Price \$ 154.16		D		
\$0.01 per share											
Common Stock, par value 11/ \$0.01 per share	/15-05:00/2013			S	10,000	D	\$ 164.436	4 0	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

\$0.01 pe share

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and Expiration	7. Title an
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date (Month/Day/Year)		Underlyin (Instr. 3 a
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock	\$ 154.16	11/15-05:00/2013		M	10,000	(2)	02/05-05:00/2014	Commo Stock, p

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Director Other

JOHNSON JAMES A /DC/ C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

# **Signatures**

**Options** 

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

11/19-05:00/2013

\*\*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 February 2010 and scheduled to expire in February 2014.
- (2) One-third of these Stock Options became exercisable in each of January 2011, January 2012 and January 2013.
- Reflects a weighted average sale price of \$164.4364 per share, at prices ranging from \$164.4200 to \$164.4540 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.

Reporting Owners 2

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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.