#### GOLDMAN SACHS GROUP INC

Form 4

November 19, 2013

Trovellioer 17,	2013										
FORM	4			TC 4.	ID ENG	TT 4 S	IGE GOL	D Magron	OMB APF	ROVAL	
	UNITEDS	STATES SI	ECURITI Washing				NGE CON	MMISSION	OMB Number:	3235-0287	
Check this b if no longer									Expires:	January 31, 2005	
subject to Section 16. Form 4 or	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES							Estimated average burden hours per response		
Form 5 obligations may continu <i>See</i> Instruction 1(b).	Section 17(a			Holdi	ing Com	pany	Act of 19	ct of 1934, 35 or Section			
(Print or Type Res	ponses)										
JOHNSON JAMES A /DC/								5. Relationship of Reporting Person(s) to Issuer			
			OLDMAN [S]	I SAC	HS GRC	UP I	NC	(Check	all applicable)		
(Last)	(First) (M	Iiddle) 3.	Date of Earli	iest Tra	nsaction			Director	10% C		
C/O GOLDMA CO., 200 WES	AN, SACHS & ST STREET		Ionth/Day/Y 1/15-05:00				belo	Officer (give ti	below)	specify	
	(Street)		If Amendme led(Month/Da		e Original		App	Individual or Join			
NEW YORK,	NY 10282						_X_ Per	Form filed by Or Form filed by Moson			
(City)	(State)	Zip)	Table I - I	Non-De	rivative S	ecurit	ies Acquire	d, Disposed of,	or Beneficially	Owned	
	Transaction Date onth/Day/Year)	2A. Deemed Execution D any (Month/Day	oate, if Tra Coo /Year) (Ins	nsaction de str. 8)	nDisposed (Instr. 3, 4	of (D) and 5  (A) or	5)	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)	
Common Stock, par value 11/	/15-05:00/2013		Соо М <u>о</u>		Amount 10,000	(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	\$ 164.4364 (3)	1 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)

Title of     Derivative	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactiorDerivative		6. Date Exercisable and Expiration Date		7. Title an
Security (Instr. 3)				Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 ar
				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, pa

# **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.