

GNODDE RICHARD J

Form 4

October 20, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GNODDE RICHARD J

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.  
LLC, 200 WEST STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/18-04:00/2017

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

(Street)  
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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|---|---|--|--|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18-04:00/2017                        |   | M <sup>(1)</sup>                        | 36,920 A \$ 204.16  | 232,073  | D  |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10/18-04:00/2017                        |   | F <sup>(2)</sup>                        | 31,969 D<br>(2) \$ 240  | 200,104  | D  |   |
|  | 10/18-04:00/2017                        |   | S                                       | 4,951 D   | 195,153  | D  |   |

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Common Stock, par value \$0.01 per share \$ 239.9502 (3)

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. Date Exercisable | 8. Expiration Date |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------|--------------------|
| Nonqualified Stock Options (right to buy)  | \$ 204.16  | 10/18-04:00/2017                     |  | M                              | 36,920  | 01/25-05:00/2011 11/24-05:00/2017                        |                     |                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                                     |
|--|---|
| GNODDE RICHARD J<br>C/O GOLDMAN SACHS & CO. LLC<br>200 WEST STREET<br>NEW YORK, NY 10282 | Director 10% Owner Officer Other<br>Vice Chairman |

## Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact 10/20-04:00/2017

\*\*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 December 2007 and scheduled to expire in November 2017. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.

(2) Represents shares of the Issuer's common stock withheld to fund the exercise price and to satisfy withholding obligations in connection with the exercise of the Stock Options described in footnote 1 above.

Reflects a weighted average sale price of \$239.9502 per share, at prices ranging from \$239.94 to \$239.96 per share. The Reporting Person  
(3) 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.

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