WALDRON JOHN E.
Form 3
October 05, 2018

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â WALDRON JOHN E.
(Last) (First) (Middle)

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

NEW YORK,Â NYÂ 10282
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/01-04:00/2018

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
_____ Officer
_____ Other
(give title below) (specify below)
President and COO

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.01 per share	87,952 (1)	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value $0.01 per share	46,166	$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALDRON JOHN E. C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK,Â NYÂ 10282	Â	Â	Â President and COO	Â

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact	10/05-04:00/2018
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares cannot be transferred before dates ranging from January 2019 to January 2023. Additionally, certain of these shares are subject to a non-competition covenant which will lapse in three approximately equal installments on or about each of December 31, 2018, 2019 and 2020, subject to other terms and conditions of the applicable award agreement.

(2) A portion of these Restricted Stock Units ("RSUs") were granted in January 2016, with the remainder granted in January 2017. These RSUs are fully vested and a portion will generally convert into shares of the Issuer's common stock in January 2019, with the remainder converting in January 2020. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2021 (with respect to RSUs granted in January 2016) and January 2022 (with respect to RSUs granted in January 2017).

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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