SOLOMON DAVID M

Form 4

November 22, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person [*] SOLOMON DAVID M	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)	3. Date of Earliest Transaction (Month/Day/Year) 11/20-05:00/2017	_____ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below) President and Co-COO
C/O GOLDMAN SACHS & CO. LLC, 200 WEST STREET		
(Street)	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
NEW YORK, NY 10282		
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	11/20-05:00/2017		M[(1)]		47,282	A	$ 204.16	224,876	D	
Common Stock, par value $0.01 per share	11/20-05:00/2017		F[(2)]		44,254	D [(2)]	$ 238.78	180,622	D	
	11/20-05:00/2017		S		3,028	D	$ 238.683	177,594	D	

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Common Stock, par value $0.01 per share							
Common Stock, par value $0.01 per share	11/21-05:00/2017	M[(1)]	47,282	A	$ 204.16	224,876	D
Common Stock, par value $0.01 per share	11/21-05:00/2017	F[(2)]	44,206	D [(2)]	$ 239.42	180,670	D
Common Stock, par value $0.01 per share	11/21-05:00/2017	S	3,076	D	$ 239.2826	177,594	D
Common Stock, par value $0.01 per share						15,760	I	See footnote [(3)]
Common Stock, par value $0.01 per share						500	I	See footnote [(4)]
Common Stock, par value $0.01 per share						500	I	See footnote [(5)]

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. U (

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	T
Nonqualified Stock Options (right to buy)	$ 204.16	11/20-05:00/2017	M			47,282	01/25-05:00/2011	11/24-05:00/2017	
Nonqualified Stock Options (right to buy)	$ 204.16	11/21-05:00/2017	M			47,282	01/25-05:00/2011	11/24-05:00/2017	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOLOMON DAVID M C/O GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282			President and Co-COO	

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact	11/22-05:00/2017
**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 automatically triggered pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person, without any additional action taken 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.

(3) Held through trusts, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

(4) Held by family member. The Reporting Person disclaims beneficial ownership of these shares.

(5) Held by family member. The Reporting Person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Explanation of Responses: 4