

GOLDMAN SACHS GROUP INC  
 Form 5  
 February 12, 2016

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Flaherty Mark A.

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O GOLDMAN, SACHS & CO., 200 WEST STREET

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10282

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 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)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	12/30/2014	Â	P5		3.069 (1)	A \$ 195.5034	1,003.069	D	Â
Common Stock, par	03/30/2015	Â	P		3.17 (1)	A \$ 189.8548	1,006.239	D	Â

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

06/29/2015	Â	P	<u>3.108</u> (1)	A	\$ 210.444	1,009.347	D	Â
------------	---	---	---------------------	---	------------	-----------	---	---

Common  
Stock, par  
value  
\$0.01 per  
share

09/29/2015	Â	P	<u>3.792</u> (1)	A	\$ 173.0168	1,013.139	D	Â
------------	---	---	---------------------	---	-------------	-----------	---	---

Common  
Stock, par  
value  
\$0.01 per  
share

12/30/2015	Â	P	<u>3.593</u> (1)	A	\$ 183.2841	1,016.732	D	Â
------------	---	---	---------------------	---	-------------	-----------	---	---

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 2270  
(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E F (I
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	-----------------------

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flaherty Mark A. C/O GOLDMAN, SACHS & CO. 200 WEST STREET	Â X	Â	Â	Â

NEW YORK, NY 10282

## Signatures

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

02/12/2016

\_\_\_\_\_  
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) These shares were acquired under a discontinued broker dividend reinvestment program, and are being reported on this Form 5 pursuant to Rule 16a-6.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.