## Edgar Filing: JOHNSON JAMES A /DC/ - Form 4

JOHNSON JAME Form 4	SA/DC/									
December 19, 200	8									
·	OMB A	PPROVAL								
FORM 4	UNITED S	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(a	suant to S a) of the F	<b>CHAN</b> ection 1 Public U	IGES IN SECUE	Estimated burden hou response	Lanuary 31,Expires:2005Estimated averageburden hours perresponse0.5				
(Print or Type Respon	ses)									
1. Name and Address JOHNSON JAMI	Person <u>*</u>	2. Issuer Name <b>and</b> 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., 85 BROAD STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/17/2008			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(S NEW YORK,, N	treet) Y 10004		4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City) (S	state)	(Zip)	Tab	le I - Non-I	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	d (A) or d of (D)	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)	
Reminder: Report on a	a separate line	for each cla	ass of secu	urities benef	-	-	-			
					infor requ	mation con ired to resp ays a curre	spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	12/17/2008		А	2,721	<u>(1)</u>	<u>(1)</u>	Common Stock	2,721	
Nonqualified Stock Options	\$ 78.78	12/17/2008		А	5,800	(2)	12/31/2018	Common Stock	5,800	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JOHNSON JAMES A /DC/ C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	Х						
Signatures							
/s/ Roger S. Begelman, Attorney-in-fact		12/19/2008					
**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 Restricted Stock Units will convert into shares of the Issuer's Common Stock on the last business day in May in the year following the year of the retirement of the Reporting Person from the Issuer's Board of Directors.

One-third of these Stock Options become exercisable in each of January 2010, January 2011 and January 2012, provided that the Stock Options all become exercisable on the date the Reporting Person ceases to be a director of the Issuer, if earlier. For so long as the

(2) Reporting Person remains a director of the Issuer, the Common Stock underlying any exercised Stock Option cannot be transferred before January 2014.

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.