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Schwartz Ma Form 4	ark										
January 18, 2	2013										
FORM		STATES					E COMMISSIO		PPROVAL 3235-028	87	
Check this box Washington, D.C. 20549									January 3		
if no longer STATEMENT OF CHANCES IN RENEFICIAL OWNERSHIP OF								Expires:	2005		
subject to Section 16. SECURITIES Form 4 or								Estimated burden hou	Estimated average burden hours per response 0.5		
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17	(a) of the l	Public U	tility Hol	ding Con		nge Act of 1934, of 1935 or Secti 940				
(Print or Type I	Responses)										
Schwartz Mark Sym			Symbol	2. Issuer Name and Ticker or Trading Symbol GOLDMAN SACHS GROUP INC			5. Relationship of Reporting Person(s) to Issuer				
[(001 110	(Check all applicable)				
(Month				Ionth/Day/Year)			Director Officer (give below)	cer (give title 0% Owner cer (give title Other (specify below)			
	MAN, SACHS & EST STREET	¢.	01/17-0)5:00/201	3		· · · · · · · · · · · · · · · · · · ·	Vice Chairman			
				Siled(Month/Day/Year) Applicable L _X_ Form fil			Applicable Line) _X_ Form filed by	by One Reporting Person			
NEW YOR	K, NY 10282						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	(Instr. 3 and 4)				
Reminder: Rep	ort on a separate lin	e for each cl	ass of sec	urities bene	-	-					
					inform requir	nation cont ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tal	ole II - Deriv	vative Sec	curities Aco	uired, Dis	posed of, or	Beneficially Owne	d			

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	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 or Dispos (D) (Instr. 3, and 5)	l (A) sed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Year-End Restricted Stock Units	<u>(1)</u>	01/17-05:00/2013		А	37,428		<u>(1)</u>	(1)	Common Stock, par value \$0.01 per share	. 37,428

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
Schwartz Mark C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	C/O GOLDMAN, SACHS & CO. 200 WEST STREET						
Signatures							
/s/ Beverly L. O'Toole, Attorney-in-fact		01/18-05:00/2013					
**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).

Shares of the Issuer's common stock underlying these 2012 Restricted Stock Units ("RSUs") will be delivered in three approximately equal installments on or about each of the first, second and third anniversaries of the grant date, subject to other terms and conditions of

 cquarinstantients on or about each of the first, second and time anniversaries of the grant date, subject to other terms and conditions of the award agreement. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2018.

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.