Edgar Filing: GOLDMAN SACHS GROUP INC - Form 4

GOLDMAN Form 4 January 22, 2	SACHS GROU	JP INC							
FORM	1 /						E COMMISSIO		PPROVAL
	N OMB Number:	3235-0287							
Washington, D.C. 20549Number:3Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESHarden and the securitiesJaStatement of Section 16.SECURITIESEstimated avera burden hours p responseJaForm 4 or Form 5 obligations may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 									
(Print or Type F	Responses)								
1. Name and A COHN GAF	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) C/O GOLDMAN, SACHS & CO., 200 WEST STREET			3. Date of Earliest Transaction (Month/Day/Year) 01/20-05:00/2015			Director 10% Owner Officer (give title Other (specify below) below) President and COO			
NEW YORI	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 					
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	2. Transaction Data (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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: Rep	ort on a separate lir	e for each cl	ass of sec		ficially ow Perso inforn requil	ned directly ons who res nation con red to resp ays a curre		n are not rm	SEC 1474 (9-02)
	Tal	ble II - Deri	vative Sec	curities Aco	uired, Dis	sposed of. or	Beneficially Owned	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	Transact	ionDerivative	Expiration Date	Underlying Securities

Edgar Filing: GOLDMAN SACHS GROUP INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	(Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Year-End Restricted Stock Units	<u>(1)</u>	01/20-05:00/2015		A		38,244		<u>(1)</u>	(1)	Common Stock, par value \$0.01 per share	38,244

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COHN GARY D C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282			President and COO				
Signatures							
/s/ Beverly L. O'Toole, Attorney-in-fact		01/22-05:00	0/2015				
**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 2014 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

(1) the award agreement. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2020. These RSUs represent 50% of the Reporting Person's equity-based year-end compensation for 2014; the remainder was granted in the form of RSUs that are subject to performance conditions and accordingly, pursuant to SEC rules, are not reported on Form 4.

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.