GOLDMAN SACHS GROUP INC

Form 4

January 22, 2015

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * PALM GREGORY K

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

GOLDMAN SACHS GROUP INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[GS]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

Director 10% Owner Other (specify Officer (give title

(Month/Day/Year)

01/20-05:00/2015

Executive VP - General Counsel

CO., 200 WEST STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

NEW YORK, NY 10282

C/O GOLDMAN, SACHS &

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date (Month/Day/Year)

3A. Deemed Execution Date, if

5. Number of TransactionDerivative 1

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code Securities (Instr. 8) 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 | (1) | 01/20-05:00/2015 | | A | | 26,647 | | <u>(1)</u> | <u>(1)</u> | Common Stock, par value \$0.01 per share | 26,647 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PALM GREGORY K C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282

Executive VP - General Counsel

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact 01/22-05:00/2015

**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 the award agreement. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2020.

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.

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