

SOLOMON DAVID M  
Form 4  
November 22, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SOLOMON DAVID M

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.  
LLC, 200 WEST STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/20-05:00/2017

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
President and Co-COO

NEW YORK, NY 10282

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)

**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) | 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) |         |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |         |   |
| Common Stock, par value \$0.01 per share | 11/20-05:00/2017                     |  | M <sup>(1)</sup>               |   | 47,282  | A  | \$ 204.16   | 224,876 | D |
| Common Stock, par value \$0.01 per share | 11/20-05:00/2017                     |  | F <sup>(2)</sup>               |   | 44,254  | D <sub>(2)</sub>   | \$ 238.78   | 180,622 | D |
|  | 11/20-05:00/2017                     |  | S                              |   | 3,028   | D  | \$ 238.683  | 177,594 | D |

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

11/21-05:00/2017

M<sup>(1)</sup>

47,282 A

\$ 204.16

224,876

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/21-05:00/2017

F<sup>(2)</sup>

44,206

D  
(2)

\$ 239.42

180,670

D

Common  
Stock, par  
value  
\$0.01 per  
share

11/21-05:00/2017

S

3,076

D

\$  
239.2826

177,594

D

Common  
Stock, par  
value  
\$0.01 per  
share

15,760

I

See  
footnote  
(3)

Common  
Stock, par  
value  
\$0.01 per  
share

500

I

See  
footnote  
(4)

Common  
Stock, par  
value  
\$0.01 per  
share

500

I

See  
footnote  
(5)

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

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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 Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. U |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|------|

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| (Instr. 3)                                | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date  |
|---|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|------------------|
| Nonqualified Stock Options (right to buy) | \$ 204.16                    | 11/20-05:00/2017 |            |   | M    |   |     |     | 01/25-05:00/2011 | 11/24-05:00/2017 |
| Nonqualified Stock Options (right to buy) | \$ 204.16                    | 11/21-05:00/2017 |            |   | M    |   |     |     | 01/25-05:00/2011 | 11/24-05:00/2017 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| SOLOMON DAVID M<br>C/O GOLDMAN SACHS & CO. LLC<br>200 WEST STREET<br>NEW YORK, NY 10282 |               |           | President and Co-COO |       |

## Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact  
 11/22-05:00/2017  
 \*\*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).
- Reflects the exercise by the Reporting Person of Stock Options granted in December 2007 and scheduled to expire in November 2017.
- (1) This transaction was automatically triggered pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person, without any additional action taken by the Reporting Person.
  - (2) Represents shares of the Issuer's common stock withheld to fund the exercise price and to satisfy withholding obligations in connection with the exercise of the Stock Options described in footnote 1 above.
  - (3) Held through trusts, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.
  - (4) Held by family member. The Reporting Person disclaims beneficial ownership of these shares.
  - (5) Held by family member. The Reporting Person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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