

GOLDMAN SACHS GROUP INC

Form 3

January 11, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â GNODDE RICHARD J

(Last) (First) (Middle)

C/O GOLDMAN, SACHS &
CO.,Â 200 WEST STREET

(Street)

NEW YORK,Â NYÂ 10282

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01-05:00/2017

3. Issuer Name **and** Ticker or Trading Symbol

GOLDMAN SACHS GROUP INC [GS]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☐ Officer ☐ Other

(give title below) (specify below)

Vice Chairman

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share

167,927 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value \$0.01 per share 113,055 \$ (2)	D Â
Nonqualified Stock Options (right to buy)	Â (3)	Â (3)	Common Stock, par value \$0.01 per share 110,760 \$ (3)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GNODDE RICHARD J C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	Â	Â	Â Vice Chairman	Â

Signatures

/s/ Beverly L. O'Toole,
Attorney-in-fact

01/11-05:00/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Certain of these shares cannot be transferred before dates ranging from January 2017 to January 2020.

A portion of these Restricted Stock Units ("RSUs") were granted in January 2015, with the remainder granted in January 2016. These RSUs are fully vested and will generally convert into shares of the Issuer's common stock on dates ranging from January 2017 to January 2019. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before January 2020 (with respect to RSUs granted in January 2015) and January 2021 (with respect to RSUs granted in January 2016).

(3) The exercise price for these stock options is \$204.16, and their expiration date is November 24, 2017. All of these stock options are vested and exercisable.

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.