

GOLDMAN SACHS GROUP INC

Form 4

May 15, 2015

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COHN GARY D

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

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/14-04:00/2015

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

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

NEW YORK, NY 10282

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/14-04:00/2015                        |                                                             | M <sup>(1)</sup>                     | 50,763 A                                                                | \$ 131.64 666,617                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/14-04:00/2015                        |                                                             | S                                    | 50,763 D                                                                | \$ 202.1828 615,854                                                                                                | D                                                                       |                                                                   |
|                                                      |                                         |                                                             |                                      |                                                                         | 187,030                                                                                                            | I                                                                       |                                                                   |

|                                                      |        |   |  |                        |
|------------------------------------------------------|--------|---|--|------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |        |   |  | See<br>footnote<br>(3) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 41,496 | I |  | See<br>footnote<br>(4) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 20,567 | I |  | See<br>footnote<br>(5) |

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7.               |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------------|
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                              | Date Exercisable                                            | Expiration Date  |
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    |                                                             |                  |
| Nonqualified<br>Stock<br>Options<br>(right to buy)  | \$ 131.64                                                             | 05/14-04:00/2015                        |                                                             | M                                       | 50,763                                                                                                       | 01/02-05:00/2009                                            | 11/27-05:00/2015 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
President and COO

COHN GARY D  
C/O GOLDMAN, SACHS & CO.  
200 WEST STREET  
NEW YORK, NY 10282

## Signatures

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

05/15-04:00/2015

\_\_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).
- (1) Reflects the exercise by the Reporting Person of Stock Options granted in December 2005 and scheduled to expire in November 2015. This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.  
Reflects a weighted average sale price of \$202.1828 per share, at prices ranging from \$202.00 to \$202.52 per share. The Reporting Person
- (2) will provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) Held through limited liability companies.
- (4) 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.
- (5) As trustee of grantor retained annuity trusts.

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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