

GOLDMAN SACHS GROUP INC

Form 3

March 10, 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 *

LEE BRIAN J

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/01-05:00/2017

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

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☐ Officer ☐ Other

(give title below) (specify below)

Principal Accounting Officer

NEW YORK, NY 10282

(City)

(State)

(Zip)

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

13,461 ⁽¹⁾

D

A

Common Stock, par value \$0.01 per share

12,978 ⁽¹⁾

I

See footnote ⁽²⁾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)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
Restricted Stock Units	Â (3)	Â (3)	Common Stock, par value \$0.01 per share	36,106	\$ (3)	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE BRIAN J C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	Â	Â	Â Principal Accounting Officer	Â

Signatures

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

03/10-05:00/2017

__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 2018 to January 2021.

(2) Held through a trust, 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.

(3) These Restricted Stock Units ("RSUs") were granted on dates ranging from January 2015 to January 2017 and will vest upon the earlier of (a) dates ranging from December 31, 2017 to December 31, 2019 and (b) the Reporting Person's retirement. These RSUs will generally convert into shares of the Issuer's common stock on dates ranging from January 2018 to January 2020. The shares of common stock delivered pursuant to these RSUs generally cannot be sold or transferred before dates ranging from January 2020 to January 2022.

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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