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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:

3235-0104

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

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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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement GOLDMAN SACHS GROUP INC [GS] SALAME PABLO J (Month/Day/Year) 01/01-05:00/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O GOLDMAN, SACHS & (Check all applicable) CO., 200 WEST (Street) 6. Individual or Joint/Group 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Vice Chairman Person NEW YORK, NYÂ 10282 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock, par value \$0.01 per share 125,802 (1) Common Stock, par value \$0.01 per share 49,614 I See footnote (2) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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.

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

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 5. 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative

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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	(3)	(3)	Common Stock, par value \$0.01 per share	155,359	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 9	Director	10% Owner	Officer	Other		
SALAME PABLO J C/O GOLDMAN, SACHS & CO. 200 WEST NEW YORK, NY 10282	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.
- (2) 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.
- These Restricted Stock Units ("RSUs") were granted on dates ranging from January 2014 to January 2016 and are fully vested. These RSUs 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 dates ranging from January 2019 to January 2021.

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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