

EVANS J. MICHAEL
Form 4
November 27, 2009

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

OMB APPROVAL

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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 *
EVANS J. MICHAEL

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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/25/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman

C/O GOLDMAN, SACHS & CO., 85 BROAD STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK,, NY 10004

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.01 per share	11/25/2009		S	14,925	D	\$ 168.7746	700,028 D
						<u>(1)</u> <u>(6)</u>	
Common Stock, par value \$0.01 per share	11/25/2009		S	11,800	D	\$ 169.7203	688,228 D
						<u>(2)</u> <u>(6)</u>	
	11/25/2009		S	8,275	D		679,953 D

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Common Stock, par value \$0.01 per share					\$ 170.4801 <u>(3) (6)</u>			
Common Stock, par value \$0.01 per share	11/27/2009	S	6,082	D	\$ 164.8019 <u>(4) (6)</u>	673,871		D
Common Stock, par value \$0.01 per share	11/27/2009	S	28,818	D	\$ 165.3765 <u>(5) (6)</u>	645,053		D
Common Stock, par value \$0.01 per share	11/27/2009	S	100	D	\$ 166.095	644,953		D

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

EVANS J. MICHAEL
C/O GOLDMAN, SACHS & CO.
85 BROAD STREET
NEW YORK, NY 10004

Vice Chairman

Signatures

/s/ Kevin P. Treanor,
Attorney-in-fact

11/27/2009

__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 a weighted average sale price of \$168.7746 per share, at prices ranging from \$168.185 to \$169.18 per share.
- (2) Reflects a weighted average sale price of \$169.7203 per share, at prices ranging from \$169.185 to \$170.18 per share.
- (3) Reflects a weighted average sale price of \$170.4801 per share, at prices ranging from \$170.185 to \$170.78 per share.
- (4) Reflects a weighted average sale price of \$164.8019 per share, at prices ranging from \$164.06 to \$165.05 per share.
- (5) Reflects a weighted average sale price of \$165.3765 per share, at prices ranging from \$165.06 to \$166.045 per share.
- (6) The Reporting Person 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.

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.