

STECHER ESTA E  
Form 4  
February 10, 2010

**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 \*  
STECHER ESTA E

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)  
02/08/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP - General Counsel

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)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	02/08/2010		M		11,445 A \$ 82.875	265,724	D
Common Stock, par value \$0.01 per share	02/08/2010		S		11,445 D \$ 152.6526	254,279	D
	02/08/2010		M		10,429 A \$ 91.61	264,708	D

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

02/08/2010 S 10,429 D \$ 152.7083 254,279 D  
(2) (4)

02/08/2010 M 9,191 A \$ 78.87 263,470 D

02/08/2010 S 9,191 D \$ 152.6969 254,279 D  
(3) (4)

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

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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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Options (right to buy)	\$ 82.875	02/08/2010		M	11,445	01/02/2004 11/26/2010	Common Stock, par value \$0.01 per share	11,445	
Nonqualified Stock	\$ 91.61	02/08/2010		M	10,429	01/03/2005 11/25/2011	Common Stock, par	10,429	

Options  
(right to buy)

value  
\$0.01 per  
share

Nonqualified  
Stock  
Options  
(right to buy)

\$ 78.87     02/08/2010

M     9,191     01/02/2006     11/30/2012

Common  
Stock, par  
value \$0.01 per  
share 9,1

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director     10% Owner     Officer     Other

STECHER ESTA E  
C/O GOLDMAN, SACHS & CO.  
85 BROAD STREET  
NEW YORK,, NY 10004

Executive VP - General Counsel

## Signatures

/s/ Roger S. Begelman,  
Attorney-in-fact

02/10/2010

\_\_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 \$152.6526 per share, at prices ranging from \$152.37 to \$152.85 per share.
- (2) Reflects a weighted average sale price of \$152.7083 per share, at prices ranging from \$152.46 to \$152.85 per share.
- (3) Reflects a weighted average sale price of \$152.6969 per share, at prices ranging from \$152.46 to \$152.81 per share.
- (4) 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.