COHEN ALAN M

Form 4

January 27, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

COHEN ALAN M			Symbol GOLDMAN SACHS GROUP INC [GS]					INC	Issuer (Check all applicable)			
(Last) (First) (Middle) C/O GOLDMAN, SACHS & CO., 85 BROAD STREET			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2010					Director 10% OwnerX_ Officer (give title Other (specify below) EVP, Global Head of Compliance			
(Street) 4. If Am Filed(Mo				mendment, Date Original 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			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock, par value \$0.01 per share	01/25/2010			M		9,599	A	(1)	49,423	D		
Common Stock, par value \$0.01 per share	01/25/2010			F(2)		4,355	D (2)	\$ 156.4	45,068	D		
Common Stock, par value \$0.01									5,323	I	See footnote (3)	

per share

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. Transacti Code (Instr. 8)	5. Number or 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/25/2010		M	9,599	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	9,599	g

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

COHEN ALAN M C/O GOLDMAN, SACHS & CO. **85 BROAD STREET** NEW YORK,, NY 10004

EVP, Global Head of Compliance

Signatures

/s/ Roger S. Begelman, 01/27/2010 Attorney-in-fact

**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)

Reporting Owners 2

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On January 25, 2010, shares of the Issuer's common stock underlying Restricted Stock Units ("RSUs") that were awarded in connection with compensation for years prior to 2009 were delivered to the Reporting Person without the payment of any consideration.

- (2) Represents shares of the Issuer's common stock withheld from the delivery of the common stock underlying the RSUs described in footnote 1 above to satisfy tax obligations.
- (3) Held through trusts, the sole trustee of which is the Reporting Person's spouse and the sole beneficiary of which is an immediate family member of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

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.