GOLDMAN SACHS GROUP INC/

Form 4

January 29, 2008

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

obligations may continue.

See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * WINKELRIED JON

> (First) (Middle)

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

(Street)

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

> 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

> > _X_ Director

below)

X_ Officer (give title

Issuer Symbol

GOLDMAN SACHS GROUP INC/ [GS]

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

01/25/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

President and Co-COO

6. Individual or Joint/Group Filing(Check

10% Owner

Other (specify

OMB APPROVAL

Estimated average

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January 31,

2005

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NEW YORK,, NY 10004

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit oper Dispos (Instr. 3, 4	ed of (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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/25/2008		S	281	D	\$ 200.73	825,547	D	
Common Stock, par value \$0.01 per share	01/25/2008		S	19	D	\$ 200.72	825,528	D	
	01/25/2008		S	126	D	\$ 200.7	825,402	D	

Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/25/2008	S	100	D	\$ 200.67	825,302	D
Common Stock, par value \$0.01 per share	01/25/2008	S	2,375	D	\$ 200.64	822,927	D
Common Stock, par value \$0.01 per share	01/25/2008	S	200	D	\$ 200.61	822,727	D
Common Stock, par value \$0.01 per share	01/25/2008	S	200	D	\$ 200.6	822,527	D
Common Stock, par value \$0.01 per share	01/25/2008	S	1,200	D	\$ 200.58	821,327	D
Common Stock, par value \$0.01 per share	01/25/2008	S	400	D	\$ 200.56	820,927	D
Common Stock, par value \$0.01 per share	01/25/2008	S	400	D	\$ 200.55	820,527	D
Common Stock, par value \$0.01 per share	01/25/2008	S	100	D	\$ 200.54	820,427	D
	01/25/2008	S	200	D		820,227	D

Common Stock, par value \$0.01 per share					\$ 200.53		
Common Stock, par value \$0.01 per share	01/25/2008	S	600	D	\$ 200.52	819,627	D
Common Stock, par value \$0.01 per share	01/25/2008	S	18,700	D	\$ 200.5	800,927	D
Common Stock, par value \$0.01 per share	01/25/2008	S	50	D	\$ 200.48	800,877	D
Common Stock, par value \$0.01 per share	01/25/2008	S	350	D	\$ 200.46	800,527	D
Common Stock, par value \$0.01 per share	01/25/2008	S	100	D	\$ 200.43	800,427	D
Common Stock, par value \$0.01 per share	01/25/2008	S	2,074	D	\$ 200.42	798,353	D
Common Stock, par value \$0.01 per share	01/25/2008	S	500	D	\$ 200.41	797,853	D
Common Stock, par value \$0.01 per share	01/25/2008	S	700	D	\$ 200.4	797,153	D
	01/25/2008	S	300	D		796,853	D

Common Stock, par value \$0.01 per share					\$ 200.37			
Common Stock, par value \$0.01 per share	01/25/2008	S	200	D	\$ 200.36	796,653	D	
Common Stock, par value \$0.01 per share	01/25/2008	S	600	D	\$ 200.35	796,053	D	
Common Stock, par value \$0.01 per share	01/25/2008	S	100	D	\$ 200.33	795,953	D	
Common Stock, par value \$0.01 per share	01/25/2008	S	125	D	\$ 200.32	795,828	D	
Common Stock, par value \$0.01 per share						651,573	I	See footnote (1)
Common Stock, par value \$0.01 per share						10,000	I	See footnote (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui

Bene Own Follo Repo Trans (Instr

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address				•	
	Director	10% Owner	Officer		Other

WINKELRIED JON C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004

X President and Co-COO

Relationships

Signatures

/s/ Roger S. Begelman, Attorney-in-fact 01/29/2008

**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) Held through a limited partnership.
- (2) Held by spouse.

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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