#### GOLDMAN SACHS GROUP INC/

Form 4

January 29, 2008

## 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:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

(11111 of 1)pe	ricoponises)							
1. Name and WINKELF	Address of Reportin RIED JON	g Person *	Symbol		d Ticker or Trading ACHS GROUP INC/	5. Relationship of Issuer (Check	Reporting Pers	, ,
(Last)	(First)	(Middle)		of Earliest T Day/Year)	Fransaction	_X_ Director _X_ Officer (give	title Oth	
C/O GOLI	DMAN, SACHS	&	01/25/2	2008		below)	below) ent and Co-CO	0
CO., 85 BI	ROAD STREET					Flesiue	and Co-CO	U
	(Street)		4. If Am	endment, E	Oate Original	6. Individual or Jo	int/Group Filir	ng(Check
			Filed(Mo	onth/Day/Yea	ar)	Applicable Line) _X_ Form filed by C	one Reporting Pe	erson
NEW YOR	RK,, NY 10004					Form filed by M Person	ore than One Re	porting
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owne
1.Title of	2. Transaction Da			3.	4. Securities Acquired (A		6.	7. Nati
Security	(Month/Day/Year	) Execution	n Date, if	Transacti	omr Disposed of (D)	Securities	Ownership	Indired

(City)	(State)	(Zip) Tabl	le I - Non-I	<b>Derivative</b>	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. Transactic Code (Instr. 8)	omr Disposed of (D) (Instr. 3, 4 and 5)  (A) or		mr Disposed of (D) (Instr. 3, 4 and 5)  (A)		tionor Disposed (Instr. 3, 4 and)		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	` ′	\$ 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.

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.

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)	Deriv Secu Acqu (A) o Dispo of (D (Instr 4, an	rities nired or osed () r. 3,			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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