

GOLDMAN SACHS GROUP INC
 Form 4
 March 20, 2008

FORM 4

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

OMB APPROVAL

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 Expires: January 31, 2005
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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 *
WINKELRIED JON

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GOLDMAN SACHS GROUP INC [GS]

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and Co-COO

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

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 Beneficial Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 03/19/2008 | | S | 50 | D | \$ 173.54 | 780,793 | D |
| Common Stock, par value \$0.01 per share | 03/19/2008 | | S | 2,050 | D | \$ 173.52 | 778,743 | D |
| | 03/19/2008 | | S | 1,700 | D | | 777,043 | D |

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| | | | | | | | |
|--|------------|---|-------|---|-----------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 173.45 | | |
| Common Stock, par value \$0.01 per share | 03/19/2008 | S | 200 | D | \$ 173.42 | 776,843 | D |
| Common Stock, par value \$0.01 per share | 03/19/2008 | S | 515 | D | \$ 173.41 | 776,328 | D |
| Common Stock, par value \$0.01 per share | 03/19/2008 | S | 200 | D | \$ 173.4 | 776,128 | D |
| Common Stock, par value \$0.01 per share | 03/19/2008 | S | 300 | D | \$ 173.39 | 775,828 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 400 | D | \$ 172.57 | 775,428 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 400 | D | \$ 172.53 | 775,028 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 200 | D | \$ 172.51 | 774,828 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 1,000 | D | \$ 172.5 | 773,828 | D |
| | 03/20/2008 | S | 1,000 | D | | 772,828 | D |

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| | | | | | | | |
|--|------------|---|-----|---|--------------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 172.49 | | |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 100 | D | \$ 172.26 | 772,728 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 100 | D | \$ 172.19 | 772,628 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 100 | D | \$ 172.17 | 772,528 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 200 | D | \$ 172.16 | 772,328 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 200 | D | \$ 172.15 | 772,128 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 400 | D | \$ 172.14 | 771,728 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 800 | D | \$ 172.07 | 770,928 | D |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 100 | D | \$ 172.06 | 770,828 | D |
| | 03/20/2008 | S | 300 | D | | 770,528 | D |

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| | | | | | | | | | |
|--|------------|---|-------|---|-----------|---------|---|--|-------------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 172.05 | | | | |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 700 | D | \$ 172.04 | 769,828 | D | | |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 500 | D | \$ 172.03 | 769,328 | D | | |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 2,900 | D | \$ 172.01 | 766,428 | D | | |
| Common Stock, par value \$0.01 per share | 03/20/2008 | S | 600 | D | \$ 172 | 765,828 | D | | |
| Common Stock, par value \$0.01 per share | | | | | | 651,573 | I | | See footnote <u>(1)</u> |
| Common Stock, par value \$0.01 per share | | | | | | 10,000 | I | | See footnote <u>(2)</u> |

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.

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 5) | Beneficial Ownership Following Reported Transaction (Instr. 5) |
|------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-------|--|------------|---|
|------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|-------|--|------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WINKELRIED JON C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004 | X | | President and Co-COO | |

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact
Date: 03/20/2008

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.

Remarks:

This Form 4 filing is being submitted in two parts, of which this is the second part.

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.