GOLDMAN SACHS GROUP INC

Form 4 June 18, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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5 Relationship of Reporting Person(s) to

Estimated average

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if no longer subject to Section 16. Form 4 or

Check this box

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

2 Jaguar Nama and Tiakar or Tradina

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

share

(Print or Type Responses)

1. Name and Address of Reporting Person *

	IN LLOYD C	_	Symbol		Ticker or			Issuer (Check all applicable)		
(Month/l			te of Earliest Transaction hth/Day/Year) 6/2008				X Director 10% Owner Other (specify below)			
	(Street) K,, NY 10004			ndment, Da th/Day/Year	nte Original			6. Individual or J Applicable Line) _X_ Form filed by Form filed by	_	erson
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative (Securiti	es Aca	Person uired, Disposed o	of, or Beneficial	lv Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		ned Date, if	3.	4. Securion(A) or D (D) (Instr. 3,	ties Accisposed 4 and 5 (A) or	quired 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
Common Stock, par value \$ 0.01 per share	06/16/2008				7 85,675	٨	\$ 0	1,642,255	D	
Common Stock, par value \$ 0.01 per	06/16/2008			J <u>(2)</u> V	47,443	A (2)	\$0	309,852	I	See footnote (2)

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

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SEC 1474 (9-02)

> 9. Ni Deriv Secu Bene Own Follo Repo Trans (Insti

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 Exerc	cisable and	7. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
	Derivative				Securities	1		(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	I (A) (D)				Shares		

Relationships

the Board and

CEO

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
ANKFEIN LLOYD C			Chairman of	

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

NEW YORK,, NY 10004

Signatures

BLA

/s/ Roger S. Begelman, 06/18/2008 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).
- Reflects the distribution of 85,675 shares of the Issuer's common stock from a grantor retained annuity trust to the Reporting Person. This (1) distribution was exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended (the "Act"). The grantor retained annuity trust is no longer a beneficial owner of the Issuer's common stock.
- Reflects the distribution of 47,443 shares of the Issuer's common stock from a grantor retained annuity trust to a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. This distribution was exempt from Section 16 pursuant to Rule 16a-13 under the Act. The Reporting Person disclaims beneficial ownership of these shares. The grantor retained annuity trust is no longer a beneficial owner of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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