#### GOLDMAN SACHS GROUP INC/

Form 4

January 23, 2008

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WINKELRIED JON			2. Issuer Name and Ticker or Trading Symbol GOLDMAN SACHS GROUP INC/ [GS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O GOLDM CO., 85 BRO			3. Date of Earliest Transaction (Month/Day/Year) 01/18/2008	X Director 10% Owner Specify below)			
NEW VODA	(Street)	.4	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting			

### NEW YORK,, NY 10004

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	n(A) or Disposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)

Person

Common	Code V	Amount	(A) or (D) Price	Reported Transaction(s) (Instr. 3 and 4)
Stock per			D	

Stock, par value \$0.01 per share	01/18/2008	<u>J(1)</u>	V	30,135	D (1)	(1)	825,828	D
~								

Common Stock, par value \$0.01 per share	651,573	I	See footnote (2)
Common	10,000	I	See

Stock, par value \$0.01 footnote (3)

### Edgar Filing: GOLDMAN SACHS GROUP INC/ - Form 4

per share

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)

9. Nu

Deriv

Secu

Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

D -1 - 4\* - - - -1. \*--

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

01/23/2008

\*\*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).
- On January 18, 2008, the Reporting Person sold 30,135 shares of the Issuer's common stock for estate planning purposes to a partnership, the sole partners of which are the Reporting Person, as the general partner, and a trust, as the limited partner; the sole trustee of the trust is the Reporting Person's spouse and the sole beneficiaries of the trust are immediate family members of the Reporting Person. This transaction was exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.

(2) Held through a limited partnership.

Reporting Owners 2

### Edgar Filing: GOLDMAN SACHS GROUP INC/ - Form 4

#### (3) 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.