FORST EDWARD C

Form 4

January 09, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FORST EDWARD C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol **GOLDMAN SACHS GROUP INC/**

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner Other (specify

[GS]

(Month/Day/Year)

_X__ Officer (give title below)

01/05/2006

EVP, Chief Admin. Officer

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

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK,, NY 10004

			10.001								
(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	ed, 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)	ransactionor Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8) (A) or			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	01/05/2006		A V	21,746	, ,	<u>(1)</u>	135,704	D			
Common Stock, par value \$0.01 per share	01/05/2006		F	9,210	D	\$ 126.465	126,494	D			
	01/06/2006		S	1,000	D	\$ 127.97	125,494	D			

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/06/2006	S	4,600	D	\$ 127.95	120,894	D
Common Stock, par value \$0.01 per share	01/06/2006	S	900	D	\$ 127.94	119,994	D
Common Stock, par value \$0.01 per share	01/06/2006	S	1,000	D	\$ 127.93	118,994	D
Common Stock, par value \$0.01 per share	01/06/2006	S	3,036	D	\$ 127.92	115,958	D
Common Stock, par value \$0.01 per share	01/06/2006	S	2,000	D	\$ 127.91	113,958	D

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. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	•		(Ir
	Derivative				or Disposed of			
	Security				(D)			
	•				(Instr. 3, 4,			
					and 5)			

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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/05/2006	М	V		21,746	<u>(1)</u>	<u>(1)</u>	Common Stock, par value \$0.01 per share	21,746

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

EVP, Chief Admin. Officer

Signatures

/s/ Roger S. Begelman, Attorney-in-fact 01/09/2006

**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) On January 5, 2006, 21,746 shares of the Issuer's common stock underlying these Restricted Stock Units became deliverable, without the payment of any consideration, and were delivered to the Reporting Person.

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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