

GOLDMAN SACHS GROUP INC/
Form 4
March 28, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
KENNEDY KEVIN W

(Last) (First) (Middle)

C/O GOLDMAN SACHS GROUP INC, 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)
03/24/2006

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)
Exec. VP - Human Capital Mgmt.

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.01 per share | 03/24/2006 | | S | 1,500 D \$ 151.79 | 653,981 | D | |
| Common Stock, par value \$0.01 per share | 03/24/2006 | | S | 200 D \$ 151.78 | 653,781 | D | |
| | 03/24/2006 | | S | 2,900 D | 650,881 | D | |

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| | | | | | | | |
|--|------------|---|-------|---|-----------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 151.77 | | |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 700 | D | \$ 151.74 | 650,181 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 300 | D | \$ 151.73 | 649,881 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 2,000 | D | \$ 151.72 | 647,881 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 300 | D | \$ 151.7 | 647,581 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 1,900 | D | \$ 151.69 | 645,681 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 1,200 | D | \$ 151.68 | 644,481 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 500 | D | \$ 151.65 | 643,981 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 2,200 | D | \$ 151.64 | 641,781 | D |
| | 03/24/2006 | S | 1,000 | D | | 640,781 | D |

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| | | | | | | | |
|--|------------|---|-------|---|--------------|---------|---|
| Common Stock, par value \$0.01 per share | | | | | \$ 151.63 | | |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 2,100 | D | \$ 151.62 | 638,681 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 1,000 | D | \$ 151.61 | 637,681 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 1,500 | D | \$ 151.6 | 636,181 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 500 | D | \$ 151.59 | 635,681 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 200 | D | \$ 151.57 | 635,481 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 200 | D | \$ 151.56 | 635,281 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 2,400 | D | \$ 151.55 | 632,881 | D |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 1,900 | D | \$ 151.54 | 630,981 | D |
| | 03/24/2006 | S | 100 | D | | 630,881 | D |

| | | | | | | | | |
|--|------------|---|-----|---|-----------|---------|---|------------------|
| Common Stock, par value \$0.01 per share | | | | | \$ 151.53 | | | |
| Common Stock, par value \$0.01 per share | 03/24/2006 | S | 400 | D | \$ 151.52 | 630,481 | D | |
| Common Stock, par value \$0.01 per share | | | | | | 12,000 | I | See Footnote (1) |
| Common Stock, par value \$0.01 per share | | | | | | 6,000 | 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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

KENNEDY KEVIN W
C/O GOLDMAN SACHS GROUP INC
85 BROAD STREET
NEW YORK, NY 10004

Exec. VP - Human Capital Mgmt.

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact

03/28/2006

__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) Held by spouse.
- (2) Held through 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. The Reporting Person disclaims beneficial ownership of these shares.

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.