

GOLDMAN SACHS GROUP INC/  
Form 4  
January 29, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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**

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) (First) (Middle)  
  
**C/O GOLDMAN, SACHS & CO., 85 BROAD STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/25/2008**

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

**NEW YORK, NY 10004**

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

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

(City) (State) (Zip)

**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		
Common Stock, par value \$0.01 per share	01/25/2008		S	281	D \$ 200.73	825,547	D
Common Stock, par value \$0.01 per share	01/25/2008		S	19	D \$ 200.72	825,528	D
	01/25/2008		S	126	D \$ 200.7	825,402	D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/25/2008	S	100	D	\$ 200.67	825,302	D
Common Stock, par value \$0.01 per share	01/25/2008	S	2,375	D	\$ 200.64	822,927	D
Common Stock, par value \$0.01 per share	01/25/2008	S	200	D	\$ 200.61	822,727	D
Common Stock, par value \$0.01 per share	01/25/2008	S	200	D	\$ 200.6	822,527	D
Common Stock, par value \$0.01 per share	01/25/2008	S	1,200	D	\$ 200.58	821,327	D
Common Stock, par value \$0.01 per share	01/25/2008	S	400	D	\$ 200.56	820,927	D
Common Stock, par value \$0.01 per share	01/25/2008	S	400	D	\$ 200.55	820,527	D
Common Stock, par value \$0.01 per share	01/25/2008	S	100	D	\$ 200.54	820,427	D
	01/25/2008	S	200	D		820,227	D

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Common Stock, par value \$0.01 per share					\$ 200.53		
Common Stock, par value \$0.01 per share	01/25/2008	S	600	D	\$ 200.52	819,627	D
Common Stock, par value \$0.01 per share	01/25/2008	S	18,700	D	\$ 200.5	800,927	D
Common Stock, par value \$0.01 per share	01/25/2008	S	50	D	\$ 200.48	800,877	D
Common Stock, par value \$0.01 per share	01/25/2008	S	350	D	\$ 200.46	800,527	D
Common Stock, par value \$0.01 per share	01/25/2008	S	100	D	\$ 200.43	800,427	D
Common Stock, par value \$0.01 per share	01/25/2008	S	2,074	D	\$ 200.42	798,353	D
Common Stock, par value \$0.01 per share	01/25/2008	S	500	D	\$ 200.41	797,853	D
Common Stock, par value \$0.01 per share	01/25/2008	S	700	D	\$ 200.4	797,153	D
	01/25/2008	S	300	D		796,853	D

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Common Stock, par value \$0.01 per share						\$ 200.37			
Common Stock, par value \$0.01 per share	01/25/2008	S	200	D		\$ 200.36	796,653	D	
Common Stock, par value \$0.01 per share	01/25/2008	S	600	D		\$ 200.35	796,053	D	
Common Stock, par value \$0.01 per share	01/25/2008	S	100	D		\$ 200.33	795,953	D	
Common Stock, par value \$0.01 per share	01/25/2008	S	125	D		\$ 200.32	795,828	D	
Common Stock, par value \$0.01 per share							651,573	I	See footnote (1)
Common Stock, par value \$0.01 per share							10,000	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.**

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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 Owner (Instr. 5)	Bene...
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**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

01/29/2008

\*\*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.

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

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