

GOLDMAN SACHS MANAGEMENT GP GMBH

Form 3

February 12, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â GOLDMAN SACHS GROUP
INC/

(Last)

(First)

(Middle)

85 BROAD STREET,Â

(Street)

NEW YORK,Â NYÂ 10004

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/31/2007

3. Issuer Name **and** Ticker or Trading Symbol

PRIMEENERGY CORP [PNRG]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director

____ Officer

(give title below)

☒ 10% Owner

____ Other

(specify below)

5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Common Stock, par value \$0.10 per share ⁽⁴⁾ 624,193

I

See ⁽¹⁾ ⁽²⁾

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Obligation to pay sale proceeds ⁽³⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock, par value \$0.10 per share	592,345 \$ 0	I See ⁽¹⁾ ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000	Â	Â X	Â	Â
GS CAPITAL PARTNERS V FUND LP 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS CAPITAL PARTNERS V OFFSHORE FUND LP 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â
GS CAPITAL PARTNERS V GmbH & CO KG 85 BROAD STREET NEW YORK, NY 10004	Â	Â X	Â	Â

Signatures

See Exhibit 99.2

02/12/2007

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) For text of Footnote 1, see Exhibit 99.1.

(2) For text of Footnote 2, see Exhibit 99.1.

(3) For text of Footnote 3, see Exhibit 99.1.

(4) For text of Footnote 4, see Exhibit 99.1.

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.