

GOLDMAN SACHS GROUP INC  
 Form 3  
 March 10, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 *   |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â SHERWOOD MICHAEL S.                       |         | (Month/Day/Year)                     | GOLDMAN SACHS GROUP INC [GS]                       |  |
| (Last)                                      | (First) | (Middle)                             | 02/27/2008   |  |
| C/O GOLDMAN, SACHS & CO., Â 85 BROAD STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                    |         |                                      | (Check all applicable)                             |  |
| NEW YORK, Â NY Â 10004                      |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)                                      | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | Vice Chairman                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> 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 \$0.01 per share | 135,164   | I  | See footnote <sup>(1)</sup>                           |
| Common Stock, par value \$0.01 per share | 58,850  | I  | See footnote <sup>(2)</sup>                           |
| Common Stock, par value \$0.01 per share | 7,302   | I  | See footnote <sup>(3)</sup>                           |

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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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|   | Date Exercisable | Expiration Date | Derivative Security (Instr. 4)<br>Title  | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---|------------------|-----------------|--|----------------------------|--|--|------------|
| Restricted Stock Units                    | Â (4)            | Â (4)           | Common Stock, par value \$0.01 per share | 255,245                    | \$ (4)                                   | D  | Â          |
| Nonqualified Stock Options (right to buy) | Â (5)            | Â (5)           | Common Stock, par value \$0.01 per share | 1,003,902                  | \$ (5)                                   | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| SHERWOOD MICHAEL S.<br>C/O GOLDMAN, SACHS & CO.<br>85 BROAD STREET<br>NEW YORK, NY 10004 | Â             | Â         | Â Vice Chairman | Â     |

## Signatures

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

03/10/2008

\_\_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) Held by spouse.  
Reported for informational purposes only. Held through a trust over which the Reporting Person has no investment control and the sole trustee of which is a third-party institution. In accordance with Rule 16a-8, the Reporting Person disclaims beneficial ownership of these shares.
- (3) Held through a trust, the sole trustees of which are the Reporting Person and his spouse and the sole beneficiaries of which are the Reporting Person and his immediate family members.
- (4) These Restricted Stock Units ("RSUs") are vested and shares underlying these RSUs will generally become deliverable, without the payment of any consideration, on dates ranging from January 2009 to January 2011.  
The exercise prices for the Stock Options range from \$78.87 to \$204.16, with varying expiration dates from November 26, 2010 to November 24, 2017. All of these Stock Options are vested and all are exercisable or will become exercisable on dates ranging from January 2009 to January 2011.
- (5) November 24, 2017. All of these Stock Options are vested and all are exercisable or will become exercisable on dates ranging from January 2009 to January 2011.

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.