

GOLDMAN SACHS GROUP INC/

Form 4

March 30, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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2005  
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response... 0.5

(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)

**03/28/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec. VP - Human Capital Mgmt.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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(A) Code (Instr. 8)	4. Securities Acquired 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 Ownership Indirect Beneficial (Instr. 4)
Common Stock, par value \$0.01 per share	03/28/2006		G	V 667 D \$ 0	629,814	D	
Common Stock, par value \$0.01 per share	03/28/2006		S	500 D \$ 156.62	629,314	D	
	03/28/2006		S	1,600 D \$ 156.6	627,714	D	

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

03/28/2006

S

1,700

D

\$  
156.57

626,014

D

Common  
Stock, par  
value  
\$0.01 per  
share

03/28/2006

S

100

D

\$  
156.55

625,914

D

Common  
Stock, par  
value  
\$0.01 per  
share

03/28/2006

S

400

D

\$  
156.54

625,514

D

Common  
Stock, par  
value  
\$0.01 per  
share

03/28/2006

S

600

D

\$  
156.53

624,914

D

Common  
Stock, par  
value  
\$0.01 per  
share

03/28/2006

S

400

D

\$  
156.51

624,514

D

Common  
Stock, par  
value  
\$0.01 per  
share

03/28/2006

S

1,700

D

\$  
156.48

622,814

D

Common  
Stock, par  
value  
\$0.01 per  
share

03/28/2006

S

1,400

D

\$  
156.47

621,414

D

Common  
Stock, par  
value  
\$0.01 per  
share

03/28/2006

S

800

D

\$  
156.45

620,614

D

03/28/2006

S

700

D

619,914

D

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Common Stock, par value \$0.01 per share					\$ 156.43		
Common Stock, par value \$0.01 per share	03/28/2006	S	1,100	D	\$ 156.42	618,814	D
Common Stock, par value \$0.01 per share	03/28/2006	S	100	D	\$ 156.41	618,714	D
Common Stock, par value \$0.01 per share	03/28/2006	S	1,300	D	\$ 156.4	617,414	D
Common Stock, par value \$0.01 per share	03/28/2006	S	2,800	D	\$ 156.38	614,614	D
Common Stock, par value \$0.01 per share	03/28/2006	S	300	D	\$ 156.37	614,314	D
Common Stock, par value \$0.01 per share	03/28/2006	S	300	D	\$ 156.36	614,014	D
Common Stock, par value \$0.01 per share	03/28/2006	S	100	D	\$ 156.3	613,914	D
Common Stock, par value \$0.01 per share	03/28/2006	S	1,500	D	\$ 156.2	612,414	D
	03/28/2006	S	1,200	D		611,214	D

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Common Stock, par value \$0.01 per share					\$ 156.13				
Common Stock, par value \$0.01 per share	03/28/2006		S	1,400	D	\$ 156.12	609,814	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.

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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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

03/30/2006

\_\_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.

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