

GOLDMAN SACHS GROUP INC/
Form 3
December 06, 2004

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 NORA JOHNSON
SUZANNE M

(Last) (First) (Middle)

C/O GOLDMAN, SACHS &
CO.,Â 85 BROAD STREET

(Street)

NEW YORK,,Â NYÂ 10004

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
11/26/2004

3. Issuer Name **and** Ticker or Trading Symbol
GOLDMAN SACHS GROUP INC/ [GS]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Vice Chairman of the Corp.

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

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 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

7,660

D Â

Common Stock, par value \$0.01 per share

555,408

I As trustee of revocable trust

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

SEC 1473 (7-02)

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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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock, par value \$0.01 per share	10,479	\$ (1)	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value \$0.01 per share	38,464	\$ (2)	D	Â
Nonqualified Stock Options (right to buy)	Â (3)	Â (3)	Common Stock, par value \$0.01 per share	45,258	\$ 82.875	D	Â
Nonqualified Stock Options (right to buy)	Â (4)	Â (4)	Common Stock, par value \$0.01 per share	78,117	\$ 91.61	D	Â
Nonqualified Stock Options (right to buy)	Â (5)	Â (5)	Common Stock, par value \$0.01 per share	31,437	\$ 78.87	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORA JOHNSON SUZANNE M C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	Â	Â	Â Vice Chairman of the Corp.	Â

Signatures

/s/ Ted Chang,
Attorney-in-fact

12/06/2004

__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) These Restricted Stock Units vested 25% immediately upon grant (November 29, 2002), with the remaining 75% vesting on November 25, 2005, and the shares of Common Stock underlying these Restricted Stock Units will generally be deliverable, without the payment of any consideration, in January 2006.

(2) These Restricted Stock Units vested 25% immediately upon grant (November 28, 2003), with the remaining 75% vesting on November 24, 2006, and the shares of Common Stock underlying these Restricted Stock Units will generally be deliverable, without the payment of any consideration, in January 2007.

(3) These Stock Options vested on November 28, 2003, became exercisable in January 2004 and expire on November 26, 2010.

(4) These Stock Options vested 25% immediately upon grant (December 7, 2001), with the remaining 75% vesting on November 26, 2004. These Stock Options become exercisable in January 2005 and expire on November 25, 2011.

(5) These Stock Options vested 25% immediately upon grant (November 29, 2002), with the remaining 75% vesting on November 25, 2005. These Stock Options become exercisable in January 2006 and expire on November 30, 2012.

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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