

KENNEDY KEVIN W  
 Form 4  
 January 09, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**KENNEDY KEVIN W**

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 GROUP INC, 85 BROAD STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/05/2006**

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

**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)
			Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share	01/05/2006		A	V 9,191 A \$ 777,742		D	
Common Stock, par value \$0.01 per share	01/05/2006		F	4,261 D \$ 126.465 773,481		D	
	01/06/2006		S	600 D \$ 128.95 772,881		D	

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Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

500

D

\$ 128.93 772,381

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

6,100

D

\$ 128.91 766,281

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

1,200

D

\$ 128.89 765,081

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

2,200

D

\$ 128.88 762,881

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

300

D

\$ 128.86 762,581

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

1,600

D

\$ 128.85 760,981

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

1,100

D

\$ 128.83 759,881

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

3,900

D

\$ 128.8 755,981

D

01/06/2006

S

3,500

D

\$ 128.79 752,481

D

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Common Stock, par value \$0.01 per share							
Common Stock, par value \$0.01 per share	01/06/2006	S	1,600	D	\$ 128.77	750,881	D
Common Stock, par value \$0.01 per share	01/06/2006	S	2,400	D	\$ 128.75	748,481	D
Common Stock, par value \$0.01 per share	01/09/2006	S	3,500	D	\$ 129.35	744,981	D
Common Stock, par value \$0.01 per share	01/09/2006	S	5,000	D	\$ 129.33	739,981	D
Common Stock, par value \$0.01 per share	01/09/2006	S	5,000	D	\$ 129.3	734,981	D
Common Stock, par value \$0.01 per share	01/09/2006	S	1,500	D	\$ 129.27	733,481	D
Common Stock, par value \$0.01 per share	01/09/2006	S	1,000	D	\$ 129.25	732,481	D
Common Stock, par value \$0.01 per share	01/09/2006	S	2,000	D	\$ 129.22	730,481	D
	01/09/2006	S	5,000	D	\$ 129.18	725,481	D

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

01/09/2006

S 2,000 D \$ 129.15 723,481 D

12,000

I

See  
Footnote  
(2)

6,000

I

See  
Footnote  
(3)

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

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**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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/05/2006		M	V	9,191	(1) (1)	Common Stock, par value \$0.01 per share	9,191

