

GOLDMAN SACHS GROUP INC

Form 4

June 30, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WINKELRIED JON

(Last) (First) (Middle)

**C/O GOLDMAN, SACHS &
CO., 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)
06/26/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and Co-COO

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 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)
Common Stock, par value \$0.01 per share	06/26/2008		J ⁽¹⁾	V 3,713 <u>A</u> (1)	\$ 0 759,541	D	
Common Stock, par value \$0.01 per share					647,860	I	See footnote ⁽²⁾
Common Stock, par value \$0.01					10,000	I	See footnote ⁽³⁾

per share

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

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(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 Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WINKELRIED JON C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	X President and Co-COO

Signatures

/s/ Andrea Louro DeMar,
Attorney-in-fact 06/30/2008

**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) Reflects the distribution of 3,713 shares of the Issuer's common stock to the Reporting Person from a partnership, the sole partners of which are the Reporting Person, as the general partner, and a trust, as the limited partner; the sole trustee of the trust is the Reporting Person's spouse and the sole beneficiaries of the trust are immediate family members of the Reporting Person. This transaction was exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.
- (2) Held through a limited partnership.

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(3) Held by spouse.

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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