

VINIAR DAVID A
Form 4
December 15, 2005

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
VINIAR DAVID A

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 &
CO., 85 BROAD STREET

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive Vice President - CFO

(Street)
NEW YORK,, NY 10004

4. 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

(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)
				(A) or (D)			
			Code	V	Amount		Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	12/13/2005	A		49,803		(2)	(2)	Common Stock	49,
Nonqualified Stock Options (right to buy)	\$ 131.64	12/13/2005	A		135,312 (3)		(3)	11/27/2015	Common Stock	135

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VINIAR DAVID A C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	Executive Vice President - CFO

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact
12/15/2005

**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).

The number of Restricted Stock Units ("RSUs") awarded to the Reporting Person was determined by dividing the dollar amount to be
(1) granted as RSUs by \$134.12 (the closing price of the Issuer's Common Stock on the New York Stock Exchange on November 25, 2005, the last day of the Issuer's 2005 fiscal year).

(2) Of these RSUs, 40% vested immediately upon grant, with the remaining 60% vesting on November 28, 2008. The shares of Common Stock underlying these RSUs will be deliverable, without the payment of any consideration, in January 2009.

The value of each Stock Option, based on a binomial option valuation method, was \$32.91. Of these Stock Options, 40% vested
(3) immediately upon grant, with the remaining 60% vesting on November 28, 2008. The Stock Options become exercisable in January 2009, although the underlying shares are subject to transfer restrictions until January 2010.

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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