

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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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
 Officer (give title below)
 ____ 10% Owner
 ____ 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)
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	D	
	01/06/2006		S	600	D \$ 128.95	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Pr Deri Secu (Inst
				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

