

ARAMARK CORP/DE
Form 4
February 02, 2007

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 *
GOLDMAN SACHS GROUP INC/

2. Issuer Name and Ticker or Trading Symbol
ARAMARK CORP/DE [RMK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
85 BROAD ST,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2006

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)

See footnotes 2 and 3

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class B Common Stock | 12/04/2006 | | C ⁽⁵⁾ | V A | \$ 25.45 1,874,465 | I | See footnotes (1) (2) (3) (4) |
| Class B Common Stock | 01/10/2007 | | C ⁽⁶⁾ | V A | \$ 25.55 1,983,064 | I | See footnotes (1) (2) (3) (4) |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Variable Prepaid Forward (call equivalent) | \$ 25.45 | 12/04/2006 | | C ⁽⁵⁾ | 13,910 | 12/04/2006 12/04/2006 | Class B Common Stock (5) |
| Variable Prepaid Forward (call equivalent) | \$ 25.55 | 01/10/2007 | | C ⁽⁶⁾ | 108,599 | 01/10/2007 01/10/2007 | Class B Common Stock (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004 | | | | See footnotes 2 and 3 |
| GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004 | | | | See footnotes 2 and 3 |
| GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004 | | | | See footnotes 2 and 3 |
| GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004 | | | | See footnotes 2 and 3 |
| GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004 | | | | See footnotes 2 and 3 |
| GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 | | | | See footnotes 2 and 3 |

FRANKFURT AM MAIN
GERMANY, 2M 00000

GS CAPITAL PARTNERS V FUND LP
85 BROAD STREET
NEW YORK, NY 10004

See footnotes 2 and 3

GS CAPITAL PARTNERS V OFFSHORE FUND LP
85 BROAD STREET
NEW YORK, NY 10004

See footnotes 2 and 3

GS CAPITAL PARTNERS V GmbH & CO KG
85 BROAD STREET
NEW YORK, NY 10004

See footnotes 2 and 3

GS Capital Partners V Institutional L P
85 BROAD ST
NEW YORK, NY 10004

See footnotes 2 and 3

Signatures

/s/ Yvette Kotic,
Attorney-in-fact 02/02/2007

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 02/02/2007

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/s/ Yvette Kotic,
Attorney-in-fact 02/02/2007

__Signature of Reporting Person Date

/s/ Yvette Kosic,
Attorney-in-fact

02/02/2007

__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman, Sachs & Co. ("Goldman Sachs"), GSCP V Advisors, L.L.C. ("GSCP Advisors"), GSCP V Offshore Advisors, L.L.C. ("GSCP Offshore Advisors"), GS Advisors V, L.L.C. ("GS Advisors"), Goldman, Sachs Management GP GmbH ("GS GmbH"), GS Capital Partners V Fund, L.P. ("GS Capital"), GS Capital Partners V Offshore Fund, L.P. ("GS Offshore"), GS Capital Partners V GmbH & CO. KG ("GS Germany") and GS Capital Partners V Institutional, L.P. ("GS Institutional" and, together with GS Capital, GS Offshore and GS Germany, the "Funds") (GS Group, Goldman Sachs, GSCP Advisors, GSCP Offshore Advisors, GS Advisors, GS GmbH and the Funds, collectively, the "Reporting Persons").

(2) As a result of an agreement by a group of investors, which includes affiliates of GS Group and Goldman Sachs, to acquire all of the outstanding shares of Aramark Corporation (the "Company"), as disclosed by the Company on a Form 8-K filed with the Securities and Exchange Commission on May 1, 2006, the Reporting Persons, together with the other investors and certain of their affiliates, may be deemed to constitute a "group", within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, that beneficially owns more than 10% of the outstanding shares of Class A Common Stock and Class B Common Stock of the Company. The acquisition of the Company closed on January 26, 2007.

(3) This Form 4 shall not be deemed an admission that any Reporting Person is a beneficial owner of any shares of Class A Common Stock or Class B Common Stock for any purpose, other than the securities reported in Tables I and II of this Form 4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in Table I and II except to the extent of its pecuniary interest therein, if any.

(4) The securities reported herein may be deemed to be beneficially owned indirectly by GS Group by reason of the direct ownership of such securities by Goldman Sachs or another direct or indirect wholly-owned subsidiary of GS Group ("GS"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group.

(5) On December 4, 2006, GS received 13,910 shares of Class B Common Stock, in connection with the physical settlement of the pre-paid variable share forward contract GS entered into on December 4, 2002. Under the contract, GS paid cash in the amount of \$354,000 on the date the contract was entered into, in exchange for the delivery of such shares, with the number of shares delivered calculated pursuant to a formula included in such forward contract.

(6) On January 10, 2007, GS received an aggregate of 108,599 shares of Class B Common Stock, in connection with the physical settlement of pre-paid variable share forward contracts GS entered into on December 4, 2002. Under the contracts, GS paid cash in the amount of \$2,774,770.60 on the date the contracts were entered into, in exchange for the delivery of such shares, with the number of shares delivered calculated pursuant to a formula included in such forward contracts.

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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