

PALM GREGORY K
Form 4
December 15, 2005

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 *
PALM GREGORY K

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

(Street)

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

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive VP - General Counsel

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(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 Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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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 or Number of Shares |
| Restricted Stock Units | (1) | 12/13/2005 | A | | 26,359 | | (1) | (1) | Common Stock | 26,359 |
| Restricted Stock Units | (2) | 12/13/2005 | A | | 20,258 | | (2) | (2) | Common Stock | 20,258 |
| Nonqualified Stock Options (right to buy) | \$ 131.64 | 12/13/2005 | A | | 69,980 (3) | | (3) | 11/27/2015 | Common Stock | 69,980 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PALM GREGORY K C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004 | | | Executive VP - General Counsel | |

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).
- (1) Of these Restricted Stock Units ("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. 15,193 of the RSUs (the "Base RSUs") were acquired by the Reporting Person for \$131.64 per RSU (the closing price of the Issuer's Common Stock on the New York Stock Exchange on the grant date), while the remaining RSUs (the "Discount RSUs") were granted to the Reporting Person at no additional cost to the Reporting Person. The Base RSUs are not forfeitable for any reason; shares of Common Stock underlying the Base RSUs generally will be delivered to the Reporting Person in January 2006, but generally cannot be transferred (other than as determined by the Issuer to satisfy certain of the Reporting Person's tax obligations) before January 2009. One-half of the Discount RSUs generally will vest in each of November 2007 and November 2008, and the shares of Common Stock underlying vested Discount RSUs generally will be delivered in January 2009, subject to certain terms and conditions.
- (3) The value of each Stock Option, based on a binomial option valuation method, was \$32.91. Of these Stock Options, 40% vested 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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