COHEN ALAN M

Form 4

January 09, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. See Instruction

1(b).

share

(Print or Type Responses)

| 1. Name and Address of Reporting Person * COHEN ALAN M | | | 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 | | | | | | | | Director 10% Owner Officer (give title Other (specify below) EVP, Global Head of Compliance | | | |
| NEW YOR | Filed(Month/Day/Year) A | | | | | 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) | | | Code (Instr. 3, 4 and 5) r) (Instr. 8) (A) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 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 | | | | 7 Amount | or (D) | Price (1) | (Instr. 3 and 4) 1,900 | D | | |
| Common Stock, par value \$0.01 per | 01/05/2006 | | | F | 881 | D | \$ 126.465 | 1,019 | D | | |

1,183

I

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Common See Stock, par footnote (2) value \$0.01 per

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

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(9-02)

8. Pı Deri Secu (Inst

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. Trans Code (Instr. | | 5. Number on 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 I S (|
|---|---|--------------------------------------|---|--------------------------------|---|---|-------|--|--------------------|---|--|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | <u>(1)</u> | 01/05/2006 | | M | V | | 1,900 | <u>(1)</u> | <u>(1)</u> | Common Stock, par value \$0.01 per share | 1,900 | |

Reporting Owners

Relationships **Reporting Owner Name / Address**

Officer Director 10% Owner COHEN ALAN M

C/O GOLDMAN, SACHS & CO. **85 BROAD STREET** NEW YORK,, NY 10004

EVP, Global Head of Compliance

Other

Signatures

share

/s/ Roger S. Begelman, 01/09/2006 Attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2 Edgar Filing: COHEN ALAN M - Form 4

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) On January 5, 2006, 1,900 shares of the Issuer's Common Stock underlying these Restricted Stock Units became deliverable, without the payment of any consideration, and were delivered to the Reporting Person.
- (2) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiary of which is an immediate family member of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.