NORA JOHNSON SUZANNE M

Form 4

Common

Stock, par value

\$0.01 per share

12/13/2006

12/13/2006

December 15, 2006 **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NORA JOHNSON SUZANNE M Issuer Symbol **GOLDMAN SACHS GROUP INC/** (Check all applicable) [GS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O GOLDMAN, SACHS & 12/13/2006 Vice Chairman of the Corp. CO., 85 BROAD STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK,, NY 10004 (State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect **Following** (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Price Code V Amount Common Stock, par See 100 value 12/13/2006 S D 352,629 I footnote (1) \$0.01 per share

S

S

100

1,600

D

D

200.61

352,529

350,929

I

I

See

footnote

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Common Stock, par value \$0.01 per share					\$ 200.54			See footnote (1)
Common Stock, par value \$0.01 per share	12/13/2006	S	3,000	D	\$ 200.45	347,929	I	See footnote (1)
Common Stock, par value \$0.01 per share	12/13/2006	S	5,200	D	\$ 200.4	342,729	I	See footnote (1)
Common Stock, par value \$0.01 per share	12/13/2006	S	24,400	D	\$ 200.32	318,329	I	See footnote (1)
Common Stock, par value \$0.01 per share						11,982	D	

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

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SEC 1474

(9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transac Code (Instr. 8	of Deri Secu Acq (A) Disp of (I	ivative urities uired or oosed		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
			Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Shares

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
NORA JOHNSON SUZANNE M C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004			Vice Chairman of the Corp.					

Signatures

/s/ Roger S. Begelman, Attorney-in-fact

12/15/2006

**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) As trustee of revocable trust.

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.

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