

GOLDMAN SACHS GROUP INC/
Form 4
January 23, 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 *
BLANKFEIN LLOYD C

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)
01/19/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	01/19/2007		S	9,000	D \$ 210.3	1,317,012	D
Common Stock, par value \$0.01 per share	01/19/2007		S	1,000	D \$ 210.29	1,316,012	D
	01/19/2007		S	100	D	1,315,912	D

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Common Stock, par value \$0.01 per share					\$ 210.19			
Common Stock, par value \$0.01 per share	01/19/2007	S	500	D	\$ 210.15	1,315,412	D	
Common Stock, par value \$0.01 per share	01/19/2007	S	9,500	D	\$ 210.13	1,305,912	D	
Common Stock, par value \$0.01 per share	01/19/2007	S	9,900	D	\$ 210.08	1,296,012	D	
Common Stock, par value \$0.01 per share						137,915	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share						200,000	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share						138,272	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share						113,511	I	See footnote <u>(2)</u>

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

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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu...
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLANKFEIN LLOYD C C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	X		Chairman of the Board and CEO	

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact
Date: 01/23/2007

**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) As trustee of grantor retained annuity trust.
 - (2) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members 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.