#### GOLDMAN SACHS GROUP INC/

Form 4 April 07, 2005

#### **OMB APPROVAL** FORM 4 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 KENNEDY KEVIN W Issuer Symbol **GOLDMAN SACHS GROUP INC/** (Check all applicable) [GS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) C/O GOLDMAN, SACHS & 04/05/2005 Exec. VP - Human Capital Mgmt. 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 (City) (State) (Zip)

(City)	(State)	Table	e I - Non-D	<b>Derivative</b>	Secur	ities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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	04/05/2005		Code V	Amount 300	(D)	Price \$ 111.61	(Instr. 3 and 4) 850,428	D	
Common Stock, par value \$0.01 per share	04/05/2005		S	700	D	\$ 111.54	849,728	D	
	04/05/2005		S	800	D		848,928	D	

Common Stock, par value \$0.01 per share					\$ 111.53		
Common Stock, par value \$0.01 per share	04/05/2005	S	3,300	D	\$ 111.52	845,628	D
Common Stock, par value \$0.01 per share	04/05/2005	S	300	D	\$ 111.48	845,328	D
Common Stock, par value \$0.01 per share	04/05/2005	S	200	D	\$ 111.43	845,128	D
Common Stock, par value \$0.01 per share	04/05/2005	S	1,400	D	\$ 111.42	843,728	D
Common Stock, par value \$0.01 per share	04/05/2005	S	1,300	D	\$ 111.41	842,428	D
Common Stock, par value \$0.01 per share	04/05/2005	S	2,900	D	\$ 111.4	839,528	D
Common Stock, par value \$0.01 per share	04/05/2005	S	900	D	\$ 111.39	838,628	D
Common Stock, par value \$0.01 per share	04/05/2005	S	600	D	\$ 111.38	838,028	D
	04/05/2005	S	200	D		837,828	D

Common Stock, par value \$0.01 per share					\$ 111.37		
Common Stock, par value \$0.01 per share	04/05/2005	S	500	D	\$ 111.36	837,328	D
Common Stock, par value \$0.01 per share	04/05/2005	S	1,600	D	\$ 111.35	835,728	D
Common Stock, par value \$0.01 per share	04/05/2005	S	200	D	\$ 111.34	835,528	D
Common Stock, par value \$0.01 per share	04/05/2005	S	400	D	\$ 111.32	835,128	D
Common Stock, par value \$0.01 per share	04/05/2005	S	200	D	\$ 111.31	834,928	D
Common Stock, par value \$0.01 per share	04/05/2005	S	600	D	\$ 111.3	834,328	D
Common Stock, par value \$0.01 per share	04/05/2005	S	2,500	D	\$ 111.29	831,828	D
Common Stock, par value \$0.01 per share	04/05/2005	S	100	D	\$ 111.28	831,728	D
	04/05/2005	S	600	D		831,128	D

Common Stock, par value \$0.01 per share					\$ 111.27			
Common Stock, par value \$0.01 per share	04/05/2005	S	100	D	\$ 111.26	831,028	D	
Common Stock, par value \$0.01 per share	04/05/2005	S	500	D	\$ 111.24	830,528	D	
Common Stock, par value \$0.01 per share	04/05/2005	S	2,500	D	\$ 111.23	828,028	D	
Common Stock, par value \$0.01 per share	04/05/2005	S	1,000	D	\$ 111.22	827,028	D	
Common Stock, par value \$0.01 per share	04/05/2005	S	1,300	D	\$ 111.21	825,728	D	
Common Stock, par value \$0.01 per share	04/05/2005	S	1,000	D	\$ 111.62	15,000	I	See footnote (1)
Common Stock, par value \$0.01 per share						6,801	I	See footnote (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
						Date	Expiration	Title N	ı Iumber		
						Exercisable	Date	01			
				Code V	(A) (D)				hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

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

Exec. VP - Human Capital Mgmt.

# **Signatures**

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

04/07/2005

\*\*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) Held by spouse.
- 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.

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