

GOLDMAN SACHS MANAGEMENT GP GMBH  
 Form 3  
 February 12, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â GOLDMAN SACHS GROUP INC/                |         |          | (Month/Day/Year)                     | PRIMEENERGY CORP [PNRG]   |  |
| (Last)                                    | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer  |  |
| 85 BROAD STREET,Â                         |         |          |                                      | (Check all applicable)  |  |
| (Street)                                  |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
| NEW YORK,Â NYÂ 10004                      |         |          |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (City)                                    | (State) | (Zip)    |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |          |                                      | <input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                      | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.10 per share <sup>(4)</sup> | 624,193  | I   | See <sup>(1)</sup> <sup>(2)</sup>                        |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|  | Date Exercisable | Expiration Date | Amount or Number of Shares                               | or Indirect (I) (Instr. 5)  |
|--|------------------|-----------------|--|-----------------------------|
| Obligation to pay sale proceeds <sup>(3)</sup> | Â <u>(3)</u>     | Â <u>(3)</u>    | Common Stock, par value \$0.10 per share<br>592,345 \$ 0 | I See <u>(1)</u> <u>(2)</u> |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC/<br>85 BROAD STREET<br>NEW YORK, NY 10004                             | Â             | Â X       | Â       | Â     |
| GOLDMAN SACHS & CO<br>85 BROAD STREET<br>NEW YORK, NY 10004                                   | Â             | Â X       | Â       | Â     |
| GSCP V ADVISORS, LLC<br>85 BROAD STREET<br>NEW YORK, NY 10004                                 | Â             | Â X       | Â       | Â     |
| GSCP V OFFSHORE ADVISORS LLC<br>85 BROAD STREET<br>NEW YORK, NY 10004                         | Â             | Â X       | Â       | Â     |
| GS ADVISORS V LLC<br>85 BROAD STREET<br>NEW YORK, NY 10004                                    | Â             | Â X       | Â       | Â     |
| GOLDMAN SACHS MANAGEMENT GP GMBH<br>MESSETURM 60308<br>FRANKFURT AM MAIN<br>GERMANY, 2M 00000 | Â             | Â X       | Â       | Â     |
| GS CAPITAL PARTNERS V FUND LP<br>85 BROAD STREET<br>NEW YORK, NY 10004                        | Â             | Â X       | Â       | Â     |
| GS CAPITAL PARTNERS V OFFSHORE FUND LP<br>85 BROAD STREET<br>NEW YORK, NY 10004               | Â             | Â X       | Â       | Â     |
| GS CAPITAL PARTNERS V GmbH & CO KG<br>85 BROAD STREET<br>NEW YORK, NY 10004                   | Â             | Â X       | Â       | Â     |

## Signatures

See Exhibit 99.2                      02/12/2007

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) For text of Footnote 1, see Exhibit 99.1.

(2) For text of Footnote 2, see Exhibit 99.1.

(3) For text of Footnote 3, see Exhibit 99.1.

(4) For text of Footnote 4, see Exhibit 99.1.

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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