GOLDMAN SACHS GROUP INC
Form 3
March 10, 2008

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 *
Â EVANS J. MICHAEL

(Last) (First) (Middle)

C/O GOLDMAN, SACHS & CO.,Â 85 BROAD STREET

(Street)

NEW YORK,Â NYÂ 10004

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/27/2008

3. Issuer Name **and** Ticker or Trading Symbol
GOLDMAN SACHS GROUP INC [GS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Vice Chairman

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.01 per share	689,676 (1)	D	Â
Common Stock, par value $0.01 per share	95,899	I	See footnote (2)

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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (3)	Â (3)	Common Stock, par value $0.01 per share	25,499	$ (3)	D	Â
Nonqualified Stock Options (right to buy)	Â (4)	Â (4)	Common Stock, par value $0.01 per share	817,123	$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVANS J. MICHAEL C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,Â NYÂ 10004	Â	Â	Â Vice Chairman	Â

Signatures

/s/ Roger S. Begelman, Attorney-in-fact	03/10/2008
**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) Of these shares, 225,634 are subject to certain transfer restrictions and will generally become transferable on dates ranging from January 2009 to January 2011.

(2) As trustee of grantor retained annuity trusts.

(3) These Restricted Stock Units ("RSUs") are either vested or will vest on dates ranging from November 28, 2008 to November 26, 2010. Shares underlying these RSUs will generally become deliverable, without the payment of any consideration, on dates ranging from January 2009 to January 2011.

(4) The exercise prices for the Stock Options range from $78.87 to $204.16, with varying expiration dates from November 25, 2011 to November 24, 2017. All of these Stock Options are vested and all are exercisable or will become exercisable on dates ranging from January 2009 to January 2011.

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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