

GOLDMAN SACHS GROUP INC  
 Form 4  
 March 20, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**WINKELRIED JON**

(Last) (First) (Middle)

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

(Street)

**NEW YORK, NY 10004**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/19/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and Co-COO**

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

**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			
				Code	V	Amount		
Common Stock, par value \$0.01 per share	03/19/2008		S	50	D	\$ 173.54	780,793	D
Common Stock, par value \$0.01 per share	03/19/2008		S	2,050	D	\$ 173.52	778,743	D
	03/19/2008		S	1,700	D		777,043	D

Edgar Filing: GOLDMAN SACHS GROUP INC - Form 4

Common Stock, par value \$0.01 per share					\$ 173.45		
Common Stock, par value \$0.01 per share	03/19/2008	S	200	D	\$ 173.42	776,843	D
Common Stock, par value \$0.01 per share	03/19/2008	S	515	D	\$ 173.41	776,328	D
Common Stock, par value \$0.01 per share	03/19/2008	S	200	D	\$ 173.4	776,128	D
Common Stock, par value \$0.01 per share	03/19/2008	S	300	D	\$ 173.39	775,828	D
Common Stock, par value \$0.01 per share	03/20/2008	S	400	D	\$ 172.57	775,428	D
Common Stock, par value \$0.01 per share	03/20/2008	S	400	D	\$ 172.53	775,028	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 172.51	774,828	D
Common Stock, par value \$0.01 per share	03/20/2008	S	1,000	D	\$ 172.5	773,828	D
	03/20/2008	S	1,000	D		772,828	D

Edgar Filing: GOLDMAN SACHS GROUP INC - Form 4

Common Stock, par value \$0.01 per share					\$ 172.49		
Common Stock, par value \$0.01 per share	03/20/2008	S	100	D	\$ 172.26	772,728	D
Common Stock, par value \$0.01 per share	03/20/2008	S	100	D	\$ 172.19	772,628	D
Common Stock, par value \$0.01 per share	03/20/2008	S	100	D	\$ 172.17	772,528	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 172.16	772,328	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 172.15	772,128	D
Common Stock, par value \$0.01 per share	03/20/2008	S	400	D	\$ 172.14	771,728	D
Common Stock, par value \$0.01 per share	03/20/2008	S	800	D	\$ 172.07	770,928	D
Common Stock, par value \$0.01 per share	03/20/2008	S	100	D	\$ 172.06	770,828	D
	03/20/2008	S	300	D		770,528	D

Edgar Filing: GOLDMAN SACHS GROUP INC - Form 4

Common Stock, par value \$0.01 per share					\$ 172.05				
Common Stock, par value \$0.01 per share	03/20/2008	S	700	D	\$ 172.04	769,828	D		
Common Stock, par value \$0.01 per share	03/20/2008	S	500	D	\$ 172.03	769,328	D		
Common Stock, par value \$0.01 per share	03/20/2008	S	2,900	D	\$ 172.01	766,428	D		
Common Stock, par value \$0.01 per share	03/20/2008	S	600	D	\$ 172	765,828	D		
Common Stock, par value \$0.01 per share						651,573	I		See footnote (1)
Common Stock, par value \$0.01 per share						10,000	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	--------------	--	-----------------------------------	---------------------------------	------------------------------------

