GOLDMAN SACHS GROUP INC

Form 4

March 20, 2008

FORM 4

subject to

Section 16.

Form 4 or

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

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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 WINKELRIED JON Issuer Symbol **GOLDMAN SACHS GROUP INC** (Check all applicable) [GS] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) C/O GOLDMAN, SACHS & 03/19/2008 President and Co-COO 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

							Cison		
(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Code (Instr. 8)	(A) or			Securities Ownership Ind Beneficially Form: Direct Ber Owned (D) or Ow		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	03/19/2008		Code V	Amount 50	Ì	Price \$ 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	

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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

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

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

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

Bene Own Follo Repo Trans (Instr

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
WINKELRIED JON				
C/O GOLDMAN, SACHS & CO. 85 BROAD STREET	X		President and Co-COO	
OJ DKOAD STREET				

Signatures

NEW YORK,, NY 10004

/s/ Roger S. Begelman,
Attorney-in-fact
03/20/2008

**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 through a limited partnership.
- (2) Held by spouse.

Remarks:

This Form 4 filing is being submitted in two parts, of which this is the second part.

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.

Reporting Owners 5