SHERWOOD MICHAEL S.
Form 4
January 15, 2009

FORM 4

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

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERWOOD MICHAEL S.

(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)
01/13/2009

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Vice Chairman

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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	01/13/2009		M		83,012	A	(1)	83,012	D	
Common Stock, par value $0.01 per share	01/13/2009		F(2)		34,035	D (2)	$ 76.295	48,977	D	
								135,164	I	

Common Stock, par value $0.01 per share					See footnote (3)
Common Stock, par value $0.01 per share			58,850	I	See footnote (4)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/13/2009		M			83,012	(1)	(1)	Common Stock, par value $0.01 per share	83,012	

Reporting Owners

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

Signatures

/s/ Roger S. Begelman, Attorney-in-fact	01/15/2009
**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) On January 13, 2009, shares of the Issuer's common stock underlying Restricted Stock Units that were awarded in connection with fiscal 2005 compensation were delivered to the Reporting Person without the payment of any consideration.

(2) Represents shares of the Issuer's common stock withheld to satisfy tax withholding obligations in connection with the delivery of the common stock underlying the Restricted Stock Units described in footnote 1 above.

(3) Held by spouse.

(4) Reported for informational purposes only. Held through a trust over which the Reporting Person has no investment control and the sole trustee of which is a third-party institution. In accordance with Rule 16a-8, 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.
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