

GOLDMAN SACHS GROUP INC/
Form 3
July 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
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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 *

COHN GARY D

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/28/2006

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other

(give title below) (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 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

361,140

D

85

Common Stock, par value \$0.01 per share

4,732

I

See footnote (1)

Common Stock, par value \$0.01 per share

105,000

I

By limited liability company

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

SEC 1473 (7-02)

**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.**

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

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial Ownership

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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value \$0.01 per share	357,385	\$ (2)	D	Â
Nonqualified Stock Options (right to buy)	Â (3)	Â (3)	Common Stock, par value \$0.01 per share	623,031	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHN GARY D C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	Â X	Â	Â President and Co-COO	Â

Signatures

/s/ Felicia J. Rector,
Attorney-in-fact

07/07/2006

__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) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

These Restricted Stock Units ("RSUs") are either vested or will vest upon the earlier of (a) dates ranging from November 24, 2006 to November 28, 2008 and (b) the Reporting Person's retirement. Shares underlying these RSUs will generally be deliverable, without the payment of any consideration, on dates ranging from January 2007 to January 2009.
- (2) November 27, 2015. All of these Stock Options are either vested or will vest upon the earlier of (a) November 28, 2008 and (b) the Reporting Person's retirement, and all are exercisable or will become exercisable in January 2009.
- (3) November 27, 2015. All of these Stock Options are either vested or will vest upon the earlier of (a) November 28, 2008 and (b) the Reporting Person's retirement, and all are exercisable or will become exercisable in January 2009.

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.