GOLDMAN SACHS GROUP INC/

Form 4

October 16, 2006

FORM 4

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

OMB 3235-0287 Number:

5. Relationship of Reporting Person(s) to

I

4,732

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

COHN GA	Symbol				1	Issuer						
	GOLD [GS]	GOLDMAN SACHS GROUP INC/ [GS]					(Check all applicable)					
(Last)	(First)	(Middle)		ate of Earliest Transaction nth/Day/Year)				_	X Director 10% OwnerX Officer (give title Other (specify			
	OMAN, SACHS ROAD STREET	&	10/12/2006					t	below) below) President and Co-COO			
	(Street)								6. Individual or Joint/Group Filing(Check Applicable Line)			
NEW YOR	RK, NY 10004		T HCG(WIC	Filed(Month/Day/Year)					_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - N	on-I	Derivative	Secur		ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)			(D)	5. Amount of 6. 7. Nature Securities Ownership Indirect Beneficially Form: Beneficially Owned Direct (D) Owner Following or Indirect (Instruction (I) Transaction(s) (Instr. 4)					
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(msu. 4)		
Common Stock, par value \$0.01 per share	10/12/2006			G	V	10,000	D	\$ 0	351,140	D		
Common Stock, par value \$0.01 per share	10/12/2006			S		15,000	D	\$ 181.05	336,140	D		

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Common Stock, par value \$0.01 per share			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.

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exerc	isable and	7. Titl	e and	8. Price of	
]	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ite	Amou	nt of	Derivative	Į
;	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
((Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	
		Derivative				Securities	3		(Instr.	3 and 4)		
		Security				Acquired						Į
						(A) or						ļ
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date	Expiration Date		Number		
							Exercisable			of		
					Code V	(A) (D)				Shares		

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	X		President and Co-COO				

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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 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.

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.