GOLDMAN SACHS GROUP INC/

Form 4

January 22, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting PALM GREGORY K	g Person *	2. Issuer Name and Ticker or Trading Symbol GOLDMAN SACHS GROUP INC/	5. Relationship of Reporting Person(s) to Issuer			
		[GS]	(Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify			
C/O GOLDMAN, SACHS & CO., 85 BROAD STREET		01/18/2007	below) below) Executive VP - General Counsel			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK,, NY 10004		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned			

(City)	(State) (2	Zip) Table	e I - Non-Do	erivative S	ecurities Ac	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Dis(D) (Instr. 3, 4)	•	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)
Common Stock, par value \$0.01 per share	01/18/2007			13,520	D (1)	803,231	D	
Common Stock, par value \$0.01 per share						56,020	I	See footnote (2)
Common Stock, par value \$0.01						200,000	I	See footnote (3)

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per share

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

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SEC 1474 (9-02)

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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. Transa Code (Instr.	ectio	5. annumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PALM GREGORY K C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004

Executive VP - General Counsel

Signatures

/s/ Roger S. Begelman, Attorney-in-fact 01/22/2007

**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).
- On January 18, 2007, the Reporting Person contributed 13,520 shares of the Issuer's common stock to a limited liability company of (1) which the Reporting Person is the sole managing member. This contribution was exempt from Section 16 pursuant to Rule 16a-13 under the Securities Exchange Act of 1934, as amended.
- (2) Held through a limited liability company.

Reporting Owners 2

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(3) As trustee of grantor retained annuity trust.

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