

KENNEDY KEVIN W

Form 4

December 19, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNEDY KEVIN W

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GOLDMAN, SACHS &
CO., 85 BROAD STREET

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Exec. VP - Human Capital Mgmt.

(Street)
NEW YORK,, NY 10004

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

6. Individual or Joint/Group Filing(Check
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 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	12/19/2006		G	V	5,000	D	\$ 0
					508,814	D	
Common Stock, par value \$0.01 per share					12,000	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01					6,000	I	See footnote ⁽²⁾

per share

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	12/15/2006		A		25,009		(3)	(3)	Common Stock	25,000
Nonqualified Stock Options (right to buy)	\$ 199.84	12/15/2006		A		65,116 (4)		(4)	11/25/2016	Common Stock	65,116

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KENNEDY KEVIN W C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	Exec. VP - Human Capital Mgmt.

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact
12/19/2006

__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 by spouse.

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- (2) 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.
- (3) Of these Restricted Stock Units ("RSUs"), 40% vested immediately upon grant, with the remaining 60% vesting on November 27, 2009. The shares of Common Stock underlying these RSUs will be deliverable, without the payment of any consideration, in January 2010.

The value of each Stock Option, based on a binomial option valuation method, was \$49.96. Of these Stock Options, 40% vested
- (4) immediately upon grant, with the remaining 60% vesting on November 27, 2009. The Stock Options become exercisable in January 2010, although the underlying shares are subject to transfer restrictions until January 2011.

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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