

Horsehead Holding Corp
Form 4
December 06, 2007

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 *
GOLDMAN SACHS GROUP INC/

2. Issuer Name **and** Ticker or Trading
Symbol

5. Relationship of Reporting Person(s) to
Issuer

Horsehead Holding Corp [ZINC]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

85 BROAD ST

(Month/Day/Year)

12/04/2007

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

NEW YORK, NY 10004

____ Form filed by One Reporting Person
____X____ 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	12/04/2007		S		33,000	D	\$ 17.65	4,508,183	I	See footnote (1)
Common Stock	12/04/2007		S		10,000	D	\$ 17.45	4,498,183	I	See footnote (1)
Common Stock	12/04/2007		S		100,000	D	\$ 17.1	4,398,183	I	See footnote (1)
Common Stock	12/05/2007		S		1,000	D	\$ 17.7	4,397,183	I	See footnote (1)

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Common Stock	12/05/2007	S	1,350	D	\$ 17.68	4,395,833	I	See footnote (1)
Common Stock	12/05/2007	S	650	D	\$ 17.66	4,395,183	I	See footnote (1)
Common Stock	12/05/2007	S	335	D	\$ 17.65	4,394,848	I	See footnote (1)
Common Stock	12/05/2007	S	800	D	\$ 17.64	4,394,048	I	See footnote (1)
Common Stock	12/05/2007	S	150	D	\$ 17.63	4,393,898	I	See footnote (1)
Common Stock	12/05/2007	S	300	D	\$ 17.62	4,393,598	I	See footnote (1)
Common Stock	12/05/2007	S	450	D	\$ 17.61	4,393,148	I	See footnote (1)
Common Stock	12/05/2007	S	7,435	D	\$ 17.6	4,385,713	I	See footnote (1)
Common Stock	12/05/2007	S	700	D	\$ 17.52	4,385,013	I	See footnote (1)
Common Stock	12/05/2007	S	100	D	\$ 17.51	4,384,913	I	See footnote (1)
Common Stock	12/05/2007	S	24,230	D	\$ 17.5	4,360,683 ⁽²⁾	I	See footnote (1)

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr
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
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Felicia J. Rector,
Attorney-in-fact
12/06/2007

__Signature of Reporting Person Date

/s/ Felicia J. Rector,
Attorney-in-fact
12/06/2007

__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).

(1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs", and together with GS Group, the "Reporting Persons"). The securities reported herein are beneficially owned directly by Goldman Sachs and may be deemed to be beneficially owned indirectly by GS Group. Goldman Sachs is a wholly-owned subsidiary of GS Group. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to Horsehead Holding Corp.

(2) The 4,360,683 shares of common stock, par value \$0.01 per share, reported herein reflect changes attributable to exempt transactions.

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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