GOLDMAN SACHS GROUP INC/

Form 4 July 26, 2005

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STECHER ESTA E Issuer Symbol **GOLDMAN SACHS GROUP INC/** (Check all applicable) [GS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) C/O GOLDMAN, SACHS & 07/22/2005 Executive VP - General Counsel CO., 85 BROAD STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK,, NY 10004

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acqui	red, 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. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (` ′	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)
Common Stock, par value \$0.01 per share	07/22/2005		S	2,200		\$ 108.54	455,590	D	
Common Stock, par value \$0.01 per share	07/22/2005		S	4,700	D	\$ 108.53	450,890	D	
	07/22/2005		S	3,000	D		447,890	D	

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Common Stock, par value \$0.01 per share				\$ 108.52			
Common Stock, par value \$0.01 per share	07/22/2005	S	10,600 D	\$ 108.51	437,290	D	
Common Stock, par value \$0.01 per share	07/22/2005	S	11,506 D	\$ 108.5	425,784	D	
Common Stock, par value \$0.01 per share					26,698	I	See footnote (1)

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

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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)

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Derivative or Exercise any Code of (Month/Day/Year) Underlying Secu	
	its/
	ity i
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr.	5) 1
Derivative Securities (Instr. 3 and 4)	(
Security Acquired	J
(A) or	J
Disposed	-
of (D)	(
(Instr. 3,	
4, and 5)	
Amount	
Or Or	
Date Expiration Title Number	
Exercisable Date of	
Code V (A) (D) Shares	

Reporting Owners

Relationships

Reporting Owner Name / Address

Reporting Owners 2

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Director 10% Owner Officer Other

STECHER ESTA E C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004

Executive VP - General Counsel

Signatures

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

07/26/2005

**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 through trusts, 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.

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