

GOLDMAN SACHS GROUP INC
 Form 4
 March 20, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SHERWOOD MICHAEL S.

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/19/2008

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice Chairman

C/O GOLDMAN, SACHS & CO., 85 BROAD STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

NEW YORK, NY 10004

(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 Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, par value \$0.01 per share	03/19/2008		S	100	D	\$ 174.92	7,202	I	See footnote (1)
Common Stock, par value \$0.01 per share	03/19/2008		S	502	D	\$ 174.91	6,700	I	See footnote (1)
	03/19/2008		S	400	D	\$ 174.9	6,300	I	

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Common Stock, par value \$0.01 per share								See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/19/2008	S	100	D	\$ 174.89	6,200	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/19/2008	S	100	D	\$ 174.86	6,100	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/19/2008	S	300	D	\$ 174.85	5,800	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/19/2008	S	1,900	D	\$ 174.79	3,900	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/19/2008	S	1,000	D	\$ 174.77	2,900	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/19/2008	S	600	D	\$ 174.76	2,300	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/19/2008	S	2,300	D	\$ 174.75	0	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share						135,164	I	See footnote <u>(2)</u>
						58,850	I	

Common
Stock, par
value
\$0.01 per
share

See
footnote
(3)

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (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
SHERWOOD MICHAEL S. C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004			Vice Chairman	

Signatures

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

03/20/2008

**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)

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Held through a trust, the sole trustees of which are the Reporting Person and his spouse and the sole beneficiaries of which are the Reporting Person and his immediate family members.

(2) Held by spouse.

Reported for informational purposes only. Held through a trust over which the Reporting Person has no investment control and the sole

(3) trustee of which is a third-party institution. In accordance with Rule 16a-8, 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.

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