

GOLDMAN SACHS GROUP INC

Form 4

March 20, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WINKELRIED JON

(Last) (First) (Middle)

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

(Street)

NEW YORK,, NY 10004

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and Co-COO

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

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 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)
Common Stock, par value \$0.01 per share	03/19/2008		S	50 D	\$ 173.54 780,793	D	
Common Stock, par value \$0.01 per share	03/19/2008		S	2,050 D	\$ 173.52 778,743	D	
	03/19/2008		S	1,700 D	777,043	D	

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Common Stock, par value \$0.01 per share					\$ 173.45		
Common Stock, par value \$0.01 per share	03/19/2008	S	200	D	\$ 173.42	776,843	D
Common Stock, par value \$0.01 per share	03/19/2008	S	515	D	\$ 173.41	776,328	D
Common Stock, par value \$0.01 per share	03/19/2008	S	200	D	\$ 173.4	776,128	D
Common Stock, par value \$0.01 per share	03/19/2008	S	300	D	\$ 173.39	775,828	D
Common Stock, par value \$0.01 per share	03/20/2008	S	400	D	\$ 172.57	775,428	D
Common Stock, par value \$0.01 per share	03/20/2008	S	400	D	\$ 172.53	775,028	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 172.51	774,828	D
Common Stock, par value \$0.01 per share	03/20/2008	S	1,000	D	\$ 172.5	773,828	D
	03/20/2008	S	1,000	D		772,828	D

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Common Stock, par value \$0.01 per share					\$ 172.49		
Common Stock, par value \$0.01 per share	03/20/2008	S	100	D	\$ 172.26	772,728	D
Common Stock, par value \$0.01 per share	03/20/2008	S	100	D	\$ 172.19	772,628	D
Common Stock, par value \$0.01 per share	03/20/2008	S	100	D	\$ 172.17	772,528	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 172.16	772,328	D
Common Stock, par value \$0.01 per share	03/20/2008	S	200	D	\$ 172.15	772,128	D
Common Stock, par value \$0.01 per share	03/20/2008	S	400	D	\$ 172.14	771,728	D
Common Stock, par value \$0.01 per share	03/20/2008	S	800	D	\$ 172.07	770,928	D
Common Stock, par value \$0.01 per share	03/20/2008	S	100	D	\$ 172.06	770,828	D
	03/20/2008	S	300	D		770,528	D

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Common Stock, par value \$0.01 per share					\$ 172.05			
Common Stock, par value \$0.01 per share	03/20/2008	S	700	D	\$ 172.04	769,828	D	
Common Stock, par value \$0.01 per share	03/20/2008	S	500	D	\$ 172.03	769,328	D	
Common Stock, par value \$0.01 per share	03/20/2008	S	2,900	D	\$ 172.01	766,428	D	
Common Stock, par value \$0.01 per share	03/20/2008	S	600	D	\$ 172	765,828	D	
Common Stock, par value \$0.01 per share						651,573	I	See footnote (1)
Common Stock, par value \$0.01 per share						10,000	I	See footnote (2)

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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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WINKELRIED JON C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK., NY 10004	X		President and Co-COO	

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

03/20/2008

**Signature of Reporting Person Date

* 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 a limited partnership.

(2) Held by spouse.

This Form 4 filing is being submitted in two parts, of which this is the second part.

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.