

KENNEDY KEVIN W
Form 4
June 20, 2007

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 *
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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/18/2007

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

NEW YORK,, NY 10004

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--------------------|---|--|-----------------------------------|
| | | | | Code | V Amount (D) Price | | | |
| Common Stock, par value \$0.01 per share | 06/18/2007 | | M | 75,009 | A \$ 91.61 | 554,618 | D | |
| Common Stock, par value \$0.01 per share | 06/18/2007 | | S | 500 | D \$ 225.54 | 554,118 | D | |
| | 06/18/2007 | | S | 1,000 | D | 553,118 | D | |

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| | | | | | | | | |
|--|------------|---|-------|---|-----------|---------|--|---|
| Common Stock, par value \$0.01 per share | | | | | \$ | | | |
| | | | | | 225.608 | | | |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 2,000 | D | \$ 225.7 | 551,118 | | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 100 | D | \$ 225.74 | 551,018 | | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 2,300 | D | \$ 225.75 | 548,718 | | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 200 | D | \$ 225.76 | 548,518 | | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 300 | D | \$ 225.79 | 548,218 | | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 500 | D | \$ 225.8 | 547,718 | | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 600 | D | \$ 225.81 | 547,118 | | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 500 | D | \$ 225.82 | 546,618 | | D |
| | 06/18/2007 | S | 200 | D | \$ 225.83 | 546,418 | | D |

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,100

D

\$ 225.84 545,318

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

100

D

\$ 225.85 545,218

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

200

D

\$ 225.87 545,018

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

605

D

\$ 225.88 544,413

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,460

D

\$ 225.89 542,953

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

225

D

\$ 225.9 542,728

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,500

D

\$ 225.91 541,228

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,531

D

\$ 225.93 539,697

D

06/18/2007

S

600

D

\$ 225.94 539,097

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

110

D

\$ 225.95 538,987

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

500

D

\$ 225.97 538,487

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

400

D

\$ 225.98 538,087

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

369

D

\$ 225.99 537,718

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,200

D

\$ 226 536,518

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

200

D

\$ 226.03 536,318

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,900

D

\$ 226.04 534,418

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

2,451

D

\$ 226.05 531,967

D

06/18/2007

S

500

D

\$ 226.06 531,467

D

Common
Stock, par
value
\$0.01 per
share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | 8. Date Exercisable | 9. Expiration Date | 10. Title | 11. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|--------------------|-----------|--------------------------------|
| Nonqualified Stock Options (right to buy) | \$ 91.61 | 06/18/2007 | | M | 75,009 | 01/03/2005 11/25/2011 | Common Stock, par value \$0.01 per share | | | | 75,000 |

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

06/20/2007

**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).

Remarks:

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

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