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COHEN ALA Form 4	N M										
December 21,	2007										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
Washington, D.C. 20549									OMB Number:		5-0287
Check this if no longe	r								Expires:	January :	ary 31, 2005
subject to Section 16 Form 4 or	SIAIEN	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Estimated a burden hou response	ited average hours per		
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section 17(a) of the H	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 1940				
(Print or Type Re	esponses)										
1. Name and Ad COHEN ALA	Person [*]	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
		GOLDMAN SACHS GROUP INC [GS]				(Check all applicable)					
(Last)	Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Director 10% Owner X Officer (give title Other (specify below) below)						
C/O GOLDM CO., 85 BRO	5	12/19/2007				EVP, Global Head of Compliance					
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
NEW YORK							Form filed by Person	/ Mo	re than One Ro	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, o	or Beneficia	lly Owne	d
	. Transaction Date Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	For (D) (I)	Ownership m: Direct) or Indirect str. 4)	7. Natur Indirect Benefici Ownersh (Instr. 4)	ial hip
Reminder: Report	rt on a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					inforn requir	nation con ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n ar orm	e not	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securitie

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	/ 1	ired (A) sposed of . 3, 4,	(Month/Day/Year)		(Instr. 3 and	(Instr. 3 and 4)	
				Code	V (A)) (D)) Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar	
Year-End Restricted Stock Units	(1)	12/19/2007		А	12,70	00	<u>(1)</u>	(1)	Common Stock	12,70	
DSP Base Restricted Stock Units	<u>(2)</u>	12/19/2007		А	1,22	25	(2)	(2)	Common Stock	1,22	
DSP Discount Restricted Stock Units	<u>(3)</u>	12/19/2007		A	409	÷	<u>(3)</u>	(3)	Common Stock	409	
Year-End Nonqualified Stock Options	\$ 204.16	12/19/2007		А	36,30 (4)		<u>(4)</u>	11/24/2017	Common Stock	36,3(

Reporting Owners

Reporting Owner Name / Address	Relationships						
F8	Director	10% Owner	Officer	Other			
COHEN ALAN M C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004			EVP, Global Head of Compliance				
Signatures							
/s/ Roger S. Begelman, Attorney-in-fact		12/21/2007					
**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) These year-end Restricted Stock Units ("RSUs") will convert into shares of the Issuer's Common Stock in January 2011.

These Discount Stock Program Base RSUs were purchased by the Reporting Person at the closing price of the Issuer's Common Stock on the New York Stock Exchange on the grant date under the Issuer's Discount Stock Program, which allows eligible employees to acquire a

(2) the New York Stock Exchange on the grant date under the Issuer's Discount Stock Program, which allows engrice employees to acquire a limited number of RSUs at an effective 25% discount. In January 2008, these RSUs convert to Common Stock that generally cannot be transferred before January 2011.

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- (3) These Discount Stock Program Discount RSUs were granted at no additional cost to effect the discount described in footnote (2). These RSUs generally convert to Common Stock in January 2011.
- (4) The value of each Stock Option for financial reporting purposes was \$51.04. The Stock Options become exercisable in January 2011; if the Stock Options are exercised, the underlying Common Stock cannot be transferred before January 2013.

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.