

FORST EDWARD C  
Form 4  
January 09, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FORST EDWARD C

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)  
01/05/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
EVP, Chief Admin. Officer

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		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)			
Common Stock, par value \$0.01 per share	01/05/2006		A	V	21,746	A	\$ 126,465	126,494	D
Common Stock, par value \$0.01 per share	01/05/2006		F		9,210	D	\$ 126.465	126,494	D
	01/06/2006		S		1,000	D	\$ 127.97	125,494	D

Edgar Filing: FORST EDWARD C - Form 4

Common  
Stock, par  
value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

4,600

D

\$ 127.95

120,894

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

900

D

\$ 127.94

119,994

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

1,000

D

\$ 127.93

118,994

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

3,036

D

\$ 127.92

115,958

D

Common  
Stock, par  
value  
\$0.01 per  
share

01/06/2006

S

2,000

D

\$ 127.91

113,958

D

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.**

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 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. De
--	--	--------------------------------------	--	--------------------------------	---	--	---	-------

Edgar Filing: FORST EDWARD C - Form 4

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units		(1)			01/05/2006		Common Stock, par value \$0.01 per share	21,746

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORST EDWARD C C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK., NY 10004			EVP, Chief Admin. Officer	

### Signatures

/s/ Roger S. Begelman, Attorney-in-fact	01/09/2006
**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) On January 5, 2006, 21,746 shares of the Issuer's common stock underlying these Restricted Stock Units became deliverable, without the payment of any consideration, and were delivered to the Reporting Person.

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.