

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 *
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 (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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
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 <u>(1)</u>
Common Stock, par value \$0.01 per share						10,000	I		See footnote <u>(2)</u>

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	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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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr.		
			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

WINKELRIED JON
C/O GOLDMAN, SACHS & CO.
85 BROAD STREET
NEW YORK,, NY 10004

X

President and Co-COO

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) Held through a limited partnership.
- (2) Held by spouse.

Remarks:

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

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.