

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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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)

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

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

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

(Street)

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

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

NEW YORK,, NY 10004

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 per share | 06/18/2007 | | S | 700 | D \$ 226.07 | 530,767 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | | S | 1,100 | D \$ 226.09 | 529,667 | D |
| | 06/18/2007 | | S | 226 | D \$ 226.1 | 529,441 | 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 | 73 | D | \$ 226.105 | 529,368 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 200 | D | \$ 226.12 | 529,168 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 550 | D | \$ 226.13 | 528,618 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 809 | D | \$ 226.15 | 527,809 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 500 | D | \$ 226.16 | 527,309 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 200 | D | \$ 226.17 | 527,109 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 300 | D | \$ 226.18 | 526,809 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 3,600 | D | \$ 226.2 | 523,209 | D |
| | 06/18/2007 | S | 500 | D | \$ 226.21 | 522,709 | 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 | 500 | D | \$ 226.22 | 522,209 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 300 | D | \$ 226.23 | 521,909 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 3,200 | D | \$ 226.24 | 518,709 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 100 | D | \$ 226.25 | 518,609 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 600 | D | \$ 226.26 | 518,009 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 2,300 | D | \$ 226.27 | 515,709 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 2,500 | D | \$ 226.29 | 513,209 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 9,500 | D | \$ 226.3 | 503,709 | D |
| | 06/18/2007 | S | 200 | D | \$ 226.31 | 503,509 | 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 | 100 | D | \$ 226.34 | 503,409 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 5,400 | D | \$ 226.35 | 498,009 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 1,200 | D | \$ 226.36 | 496,809 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 900 | D | \$ 226.38 | 495,909 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 243 | D | \$ 226.39 | 495,666 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 6,000 | D | \$ 226.4 | 489,666 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 100 | D | \$ 226.41 | 489,566 | D |
| Common Stock, par value \$0.01 per share | 06/18/2007 | S | 57 | D | \$ 226.42 | 489,509 | D |
| | 06/18/2007 | S | 1,000 | D | \$ 226.44 | 488,509 | D |

Remarks:

This Form 4 filing, in connection with the exercise of a nonqualified stock option, is being filed in three 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.

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