

GOLDMAN SACHS GROUP INC/
Form 4
April 21, 2006

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 *
NORA JOHNSON SUZANNE M

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)
04/19/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman of the Corp.

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)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01 per share	04/19/2006		S	100 D \$ 164.53	416,702	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006		S	300 D \$ 164.51	416,402	I	See footnote (1)
	04/19/2006		S	400 D \$ 164.5	416,002	I	

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Common Stock, par value \$0.01 per share								See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	300	D	\$ 164.47	415,702	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	200	D	\$ 164.46	415,502	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	1,200	D	\$ 164.45	414,302	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	900	D	\$ 164.44	413,402	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	1,300	D	\$ 164.43	412,102	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	200	D	\$ 164.42	411,902	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	100	D	\$ 164.4	411,802	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	100	D	\$ 164.38	411,702	I	See footnote <u>(1)</u>
	04/19/2006	S	3,000	D		408,702	I	

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Common Stock, par value \$0.01 per share					\$ 164.35			See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	300	D	\$ 164.3	408,402	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	300	D	\$ 164.22	408,102	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	900	D	\$ 164.21	407,202	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	100	D	\$ 164.19	407,102	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	2,300	D	\$ 164.18	404,802	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	4,600	D	\$ 164.15	400,202	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	300	D	\$ 164.14	399,902	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	200	D	\$ 164.12	399,702	I	See footnote (1)
	04/19/2006	S	100	D		399,602	I	

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Common Stock, par value \$0.01 per share					\$ 164.11			See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	800	D	\$ 164.1	398,802	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	800	D	\$ 164.03	398,002	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	500	D	\$ 164.02	397,502	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	500	D	\$ 164.01	397,002	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	22,200	D	\$ 164	374,802	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/20/2006	G V	23,700	D	\$ 0	351,102	I	See footnote (1)
Common Stock, par value \$0.01 per share						13,609	D	

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORA JOHNSON SUZANNE M C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004			Vice Chairman of the Corp.	

Signatures

/s/ Roger S. Begelman, 04/21/2006
Attorney-in-fact

**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) As trustee of revocable trust.

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