

GOLDMAN SACHS GROUP INC/
Form 3
July 07, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â COHN GARY D		(Month/Day/Year)	GOLDMAN SACHS GROUP INC/ [GS]	
(Last)	(First)	(Middle)	06/28/2006	
C/O GOLDMAN, SACHS & CO., Â 85 BROAD STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10004			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			President and Co-COO	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	361,140	D	Â
Common Stock, par value \$0.01 per share	4,732	I	See footnote ⁽¹⁾
Common Stock, par value \$0.01 per share	105,000	I	By limited liability company

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Restricted Stock Units	Â (2)	Â (2)	Common Stock, par value \$0.01 per share	357,385	\$ (2)	D	Â
Nonqualified Stock Options (right to buy)	Â (3)	Â (3)	Common Stock, par value \$0.01 per share	623,031	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHN GARY D C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	Â X	Â	Â President and Co-COO	Â

Signatures

/s/ Felicia J. Rector,
Attorney-in-fact

07/07/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.
- These Restricted Stock Units ("RSUs") are either vested or will vest upon the earlier of (a) dates ranging from November 24, 2006 to
- (2) November 28, 2008 and (b) the Reporting Person's retirement. Shares underlying these RSUs will generally be deliverable, without the payment of any consideration, on dates ranging from January 2007 to January 2009.
- The exercise prices for the Stock Options range from \$78.87 to \$131.64, with varying expiration dates from November 26, 2010 to
- (3) November 27, 2015. All of these Stock Options are either vested or will vest upon the earlier of (a) November 28, 2008 and (b) the Reporting Person's retirement, and all are exercisable or will become exercisable in January 2009.

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.