

Edgar Filing: PALM GREGORY K - Form 4

PALM GREGORY K
Form 4
December 17, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

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1. Name and Address of Reporting Person*

Palm,	Gregory	K.
-----	-----	-----
(Last)	(First)	(Middle)
c/o Goldman, Sachs & Co.		
85 Broad Street		
-----	-----	-----
	(Street)	
New York,	New York	10004
-----	-----	-----
(City)	(State)	(Zip)

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2. Issuer Name and Ticker or Trading Symbol

The Goldman Sachs Group, Inc.
(GS)

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3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

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4. Statement for Month/Day/Year

December 13, 2002

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5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[]	Director	[]	10% Owner
[X]	Officer (give title below)	[]	Other (specify below)

Executive Vice President - General Counsel

=====

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] Form filed by One Reporting Person

[] Form filed by More than One Reporting Person

[illegible]

* If the form is filed by more than one reporting person, see Instruction 4 (b) (v) .

FORM 4 (continued)

1.	2.	3.	4.	5.	6.	7.
Title of	Con-	De-	Exe-	Number of	Date	Title and Amount
Derivative	ver-	emed	Exe-	Derivative	6.	of Underlying
Security	Price	tion	cu-	Securities	Exercisable and	Securities
(Instr. 3)	of	Trans-	Date	Acquired (A)	Expiration Date	(Instr. 3 and 4)
	Der-	action	if	Code	(Month/Day/Year)	Amount
	iva-	Date	any,	(Instr	(Instr. 3,	or
	tive	(Month/	(MM/	8)	4 and 5)	Number
	Secu-	Day/	DD/	-----	-----	of
	rity	Year)	YY)	Code	(A) (D)	Shares
Restricted Stock Units	(1)	12/13/02		A	9,191	(1) (1) Common Stock 9,191
Nonqualified Stock options (right to buy)	\$78.87	12/13/02		A	27,573	(2) 11/30/12 Common Stock 27,573

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Explanation of Responses:

(1): These Restricted Stock Units vested 25% immediately upon grant, with the remaining 75% vesting on November 25, 2005, and the shares of Common Stock underlying these Restricted Stock Units will generally be deliverable, without the payment of any consideration, in January 2006.

(2): These Stock Options vested 25% immediately upon grant, with the remaining 75% vesting on November 25, 2005. These Stock Options become exercisable in January 2006 and expire on November 30, 2012.

By: /s/ Roger S. Begelman

December 17, 2002

**Signature of Reporting Person
Attorney-in-fact

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedures.

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b)(4) of Regulation S-T.