JOHNSON JAMES A /DC/

Form 4

December 15, 2005

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

JOHNSON JAMES A /DC/

2. Issuer Name and Ticker or Trading

Symbol

GOLDMAN SACHS GROUP INC/

[GS]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Officer (give title below)

Issuer

10% Owner Other (specify

12/13/2005

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK,, NY 10004

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Following Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

(Month/Day/Year)

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

1. Title of 3. Transaction Date 3A. Deemed Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Conversion

5. Number 6. Date Exercisable and

7. Title and Amount o **Underlying Securities**

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securition Acquires (A) or Dispose (D) (Instr. 3, and 5)	d d of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	12/13/2005		A		2,264		<u>(1)</u>	<u>(1)</u>	Common Stock	2,264
Nonqualified Stock options (right to buy)	\$ 131.64	12/13/2005		A		6,000		(2)	11/27/2015	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
JOHNSON JAMES A /DC/ C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	X						

Signatures

/s/ Roger S. Begelman, 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).
- These Restricted Stock Units vested immediately upon grant and the shares of Common Stock underlying these Restricted Stock Units (1) will be deliverable, without the payment of any consideration, on the last business day in May in the year following the year of the retirement of the Reporting Person from the Issuer's Board of Directors.
- These Stock Options vested immediately upon grant and become exercisable on the earlier of (i) the date the Reporting Person ceases to (2) be a director of the Issuer and (ii) January 2009, although if the Reporting Person remains a director of the Issuer the underlying shares are subject to transfer restrictions until January 2010.

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.

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