

WEINBERG JOHN S
Form 4
December 19, 2006

FORM 4

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

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEINBERG JOHN S

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2006

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

NEW YORK., NY 10004

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

(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	12/15/2006		G	V	5,000	D	\$ 0
Common Stock, par value \$0.01 per share							839,358
							5,169
						I	See footnote ⁽¹⁾

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Restricted Stock Units	(2)	12/15/2006		A		45,038		(3)	(3)	Common Stock	45,
Nonqualified Stock Options (right to buy)	\$ 199.84	12/15/2006		A		121,160 (4)		(4)	11/25/2016	Common Stock	121

Reporting Owners

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

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact

12/19/2006

**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) 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.

The number of Restricted Stock Units ("RSUs") awarded to the Reporting Person was determined by dividing the dollar amount to be
(2) granted as RSUs by \$201.60 (the closing price of the Issuer's Common Stock on the New York Stock Exchange on November 24, 2006, the last day of the Issuer's 2006 fiscal year).

(3)

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Of these RSUs, 40% vested immediately upon grant, with the remaining 60% vesting on November 27, 2009. The shares of Common Stock underlying these RSUs will be deliverable, without the payment of any consideration, in January 2010.

- The value of each Stock Option, based on a binomial option valuation method, was \$49.96. Of these Stock Options, 40% vested
- (4) immediately upon grant, with the remaining 60% vesting on November 27, 2009. The Stock Options become exercisable in January 2010, although the underlying shares are subject to transfer restrictions until January 2011.

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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