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GOLDMAN SACHS GROUP INC/

Form 3 July 07, 2006

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement GOLDMAN SACHS GROUP INC/ [GS] **WINKELRIED JON** (Month/Day/Year) 06/28/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year)

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

(Street)

(State)

(Check all applicable)

_X__ Director

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

_X__ Officer Other (give title below) (specify below) President and Co-COO

Person Form filed by More than One

Reporting Person

NEW YORK, NYÂ 10004

(City)

Table I - Non-Derivative Securities Beneficially Owned

10% Owner

4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I)

(Instr. 5)

Â D Common Stock, par value \$0.01 per share 757,340

Common Stock, par value \$0.01 per share I By limited partnership 642,458

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

(Zip)

SEC 1473 (7-02)

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

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 5. 6. Nature of Indirect (Instr. 4) **Expiration Date** Securities Underlying Conversion Ownership Beneficial Ownership (Month/Dav/Year) **Derivative Security** Form of or Exercise (Instr. 5) (Instr. 4) Price of Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	(1)	(1)	Common Stock, par value \$0.01 per share	312,106	\$ <u>(1)</u>	D	Â
Nonqualified Stock Options (right to buy)	(2)	(2)	Common Stock, par value \$0.01 per share	611,728	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
WINKELRIED JON C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	ÂX	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).
- These Restricted Stock Units ("RSUs") are either vested or will vest upon the earlier of (a) dates ranging from November 24, 2006 to (1) 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 (2) 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.

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