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| DAHLBACK CL Form 4 | AES | | | | | | | | | | |
|---|--------------------------------|---|--|--------------|---|---|--|--|---|--|--|
| December 16, 200 | 04 | | | | | | | | | | |
| FORM 4 | UNITED | статес | SECU | DITIES / | | СПАМСЕ | COMMISSIO | Т | PPROVAL | | |
| Check this box if no longer subject to Section 16. SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 | | | | | | | | N OMB Number: | 3235-0287 | | |
| | | | | | | | | Estimated burden hou response | ours per | | |
| obligations may continue. <i>See</i> Instruction 1(b). | | | | • | • | npany Act 19 Act of 1 | of 1935 or Secti 940 | on | | | |
| (Print or Type Respon | nses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> DAHLBACK CLAES | | | 2. Issuer Name and Ticker or Trading Symbol GOLDMAN SACHS GROUP INC | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | [GS] | | | | (Check all applicable) | | | | | |
| (Last) (C/O GOLDMAN CO., 85 BROAD | Middle) L | 3. Date of Earliest Transaction (Month/Day/Year) 12/14/2004 | | | X Director Officer (giv below) | | % Owner her (specify | | | | |
| (Street) 4. If Amendmen Filed(Month/Day | | | | | Applicable Line) _X_Form filed by (| | | One Reporting P | Dint/Group Filing(Check | | |
| NEW YORK,, N | Y 10004 | | | | | | Form filed by Person | More than One R | eporting | | |
| (City) (| State) | (Zip) | Tab | le I - Non-l | Derivative | Securities A | cquired, Disposed | of, or Beneficia | lly Owned | | |
| | nnsaction Date th/Day/Year) | 2A. Deeme Execution any (Month/Da | Date, if | Code | 4. Securit nAcquired Disposed (Instr. 3, 4 Amount | (A) or of (D) | 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) | | |
| Reminder: Report on | a separate line | e for each cla | ass of sec | urities bene | ficially ow | ned directly o | or indirectly. | | | | |
| | | | | | inforn requii | nation cont red to respo ays a currer | pond to the colle ained in this forn ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | | |
| | Tabl | | | | | posed of, or convertible s | Beneficially Owner securities) | d | | | |

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. Pr |
|-------------|------------|---------------------|--------------------|--------------------------|-------------------------|------------------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction of Derivativ | ve Expiration Date | Underlying Securities | Deriv |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | (D) | Acquired A) or Disposed of D) Instr. 3, 4, | | /Year) | (Instr. 3 and | and 4) | |
|------------------------------|---|------------|-------------------------|--------------------|-------|--|---------------------|--------------------|-----------------|--|---|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 12/14/2004 | | А | 3,720 | | <u>(1)</u> | (1) | Common Stock | 3,720 | ç |

Reporting Owners

| Relationships | | | | | | |
|---------------|------------|---------------------------------------|---|--|--|--|
| Director | 10% Owner | Officer | Other | | | |
| Х | | | | | | |
| | | | | | | |
| | 12/16/2004 | | | | | |
| | Date | | | | | |
| | 2100001 | Director 10% Owner X 12/16/2004 | Director 10% Owner Officer X 12/16/2004 | | | |

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.

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.