

COHEN ALAN M
Form 4
December 15, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN ALAN M

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)
12/13/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Global Head of Compliance

NEW YORK., NY 10004

(City) (State) (Zip)

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

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 (D) Price			

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

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

Edgar Filing: COHEN ALAN M - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	12/13/2005	A		12,052		(1)	(1)	Common Stock	12,052
Restricted Stock Units	(2)	12/13/2005	A		2,534		(2)	(2)	Common Stock	2,534
Nonqualified Stock Options (right to buy)	\$ 131.64	12/13/2005	A		32,000 (3)		(3)	11/27/2015	Common Stock	32,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COHEN ALAN M C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	EVP, Global Head of Compliance

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact 12/15/2005

__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) Of these Restricted Stock Units ("RSUs"), 40% vested immediately upon grant, with the remaining 60% vesting on November 28, 2008. The shares of Common Stock underlying these RSUs will be deliverable, without the payment of any consideration, in January 2009.

1,900 of the RSUs (the "Base RSUs") were acquired by the Reporting Person for \$131.64 per RSU (the closing price of the Issuer's Common Stock on the New York Stock Exchange on the grant date), while the remaining RSUs (the "Discount RSUs") were granted to the Reporting Person at no additional cost to the Reporting Person. The Base RSUs are not forfeitable for any reason; shares of Common

(2) Stock underlying the Base RSUs generally will be delivered to the Reporting Person in January 2006, but generally cannot be transferred (other than as determined by the Issuer to satisfy certain of the Reporting Person's tax obligations) before January 2009. One-half of the Discount RSUs generally will vest in each of November 2007 and November 2008, and the shares of Common Stock underlying vested Discount RSUs generally will be delivered in January 2009, subject to certain terms and conditions.

The value of each Stock Option, based on a binomial option valuation method, was \$32.91. Of these Stock Options, 40% vested

(3) immediately upon grant, with the remaining 60% vesting on November 28, 2008. The Stock Options become exercisable in January 2009, although 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.

Edgar Filing: COHEN ALAN M - Form 4

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.