VINIAR DAVID A

Form 4 April 25, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

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Executive Vice President - CFO

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading VINIAR DAVID A Issuer Symbol

GOLDMAN SACHS GROUP INC/

[GS]

04/21/2006

(Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year)

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

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

NEW YORK,, NY 10004

					reison							
(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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)							
Common Stock, par value \$0.01 per share	04/21/2006		J <u>(1)</u> V	40,000 D \$ 0	889,151	D						
Common Stock, par value \$0.01 per share					40,000	I	See footnote (2)					
Common Stock, par value \$0.01					4,000	I	See footnote (3)					

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per share

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

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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 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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VINIAR DAVID A C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004

Executive Vice President - CFO

Signatures

/s/ Roger S. Begelman, Attorney-in-fact 04/25/2006

**Signature of Reporting Person Date

Explanation of Responses:

Securities Exchange Act of 1934, as amended.

- * 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).
- On April 21, 2006, the Reporting Person contributed 40,000 shares of the Issuer's common stock to a limited liability company of which (1) the Reporting Person is the sole managing member. This contribution was exempt from Section 16 pursuant to Rule 16a-13 under the
- (2) Held through a limited liability company.

Reporting Owners 2

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(3) Held through trusts, 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.

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