PALM GREGORY K

Form 4 June 16, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB APPROVAL OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

Symbol

See Instruction 1(b).

value \$0.01

(Print or Type Responses)

PALM GREGORY K

1. Name and Address of Reporting Person *

			GOLDMAN SACHS GROUP INC/ [GS]					NC/	(Check all applicable)				
(Last) (First) (Middle) C/O GOLDMAN, SACHS & CO., 85 BROAD STREET			3. Date of Earliest Transaction (Month/Day/Year) 06/14/2006						Director 10% Owner _X_ Officer (give title Other (specify below) Executive VP - General Counsel				
	(Street) K,, 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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3) Common Stock, par value \$0.01 per share	2. Transaction D (Month/Day/Yea)	ar) Execution any	med on Date, if Day/Year)	3. Transa Code (Instr.	8) V	4. Securitien(A) or Disposition (Instr. 3, 4) Amount 200,000	osed o	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)		
Common Stock, par value \$0.01 per share									200,000	I	See footnote (2)		
Common Stock, par									50,000	I	See footnote		

(3)

per share

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

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SEC 1474 (9-02)

9. Nu

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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

PALM GREGORY K C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004

Executive VP - General Counsel

Signatures

/s/ Roger S. Begelman, Attorney-in-fact 06/16/2006

**Signature of Reporting Person Date

under the Securities Exchange Act of 1934, as amended.

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).
- On June 14, 2006, the Reporting Person donated 200,000 shares of the Issuer's common stock to a grantor retained annuity trust of which (1) the Reporting Person is the sole trustee and the sole beneficiary. This donation was exempt from Section 16 pursuant to Rule 16a-13
- (2) As trustee of grantor retained annuity trust.

Reporting Owners 2

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(3) Held through a limited liability company.

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.