GUPTA RAJAT K

Form 4

December 19, 2006

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

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if no longer

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).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

GUPTA RAJAT K

2. Issuer Name and Ticker or Trading

Symbol

GOLDMAN SACHS GROUP INC/

[GS]

3. Date of Earliest Transaction

12/15/2006

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(First) (Middle)

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

below)

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

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK,, NY 10004

(State) 1. Title of 2. Transaction Date 2A. Deemed

(Zip)

(Month/Day/Year)

(Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Price Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		, , ,		(Instr. 3 and 4)		Securit (Instr. :
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	12/15/2006		A	283		<u>(1)</u>	<u>(1)</u>	Common Stock	283	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

X

Signatures

/s/ Roger S. Begelman, Attorney-in-fact

12/19/2006

Date

**Signature of Reporting Person

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.

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