

GOLDMAN SACHS GROUP INC/  
Form 4  
April 21, 2006

**FORM 4**

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NORA JOHNSON SUZANNE 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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/19/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman of the Corp.

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

NEW YORK,, NY 10004

(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. 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 (A) or (D) Price			
Common Stock, par value \$0.01 per share	04/19/2006		S	100 D \$ 164.53	416,702	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006		S	300 D \$ 164.51	416,402	I	See footnote (1)
	04/19/2006		S	400 D \$ 164.5	416,002	I	

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Common Stock, par value \$0.01 per share								See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	300	D	\$ 164.47	415,702	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	200	D	\$ 164.46	415,502	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	1,200	D	\$ 164.45	414,302	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	900	D	\$ 164.44	413,402	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	1,300	D	\$ 164.43	412,102	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	200	D	\$ 164.42	411,902	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	100	D	\$ 164.4	411,802	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	100	D	\$ 164.38	411,702	I	See footnote <u>(1)</u>
	04/19/2006	S	3,000	D		408,702	I	

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Common Stock, par value \$0.01 per share					\$ 164.35			See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	300	D	\$ 164.3	408,402	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	300	D	\$ 164.22	408,102	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	900	D	\$ 164.21	407,202	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	100	D	\$ 164.19	407,102	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	2,300	D	\$ 164.18	404,802	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	4,600	D	\$ 164.15	400,202	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	300	D	\$ 164.14	399,902	I	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	04/19/2006	S	200	D	\$ 164.12	399,702	I	See footnote <u>(1)</u>
	04/19/2006	S	100	D		399,602	I	

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Common Stock, par value \$0.01 per share					\$ 164.11			See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	800	D	\$ 164.1	398,802	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	800	D	\$ 164.03	398,002	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	500	D	\$ 164.02	397,502	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	500	D	\$ 164.01	397,002	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/19/2006	S	22,200	D	\$ 164	374,802	I	See footnote (1)
Common Stock, par value \$0.01 per share	04/20/2006	G	V 23,700	D	\$ 0	351,102	I	See footnote (1)
Common Stock, par value \$0.01 per share						13,609	D	

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

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
NORA JOHNSON SUZANNE M C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004			Vice Chairman of the Corp.	

## Signatures

/s/ Roger S. Begelman, Attorney-in-fact	04/21/2006
**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) As trustee of revocable trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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