

KENNEDY KEVIN W

Form 4

June 20, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KENNEDY KEVIN W

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)

06/18/2007

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Exec. VP - Human Capital Mgmt.

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)
__X__ 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	06/18/2007		M		75,009	A	\$ 91.61 554,618
Common Stock, par value \$0.01 per share	06/18/2007		S		500	D	\$ 225.54 554,118
	06/18/2007		S		1,000	D	553,118

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Common Stock, par value \$0.01 per share					\$ 225.608		
Common Stock, par value \$0.01 per share	06/18/2007	S	2,000	D	\$ 225.7	551,118	D
Common Stock, par value \$0.01 per share	06/18/2007	S	100	D	\$ 225.74	551,018	D
Common Stock, par value \$0.01 per share	06/18/2007	S	2,300	D	\$ 225.75	548,718	D
Common Stock, par value \$0.01 per share	06/18/2007	S	200	D	\$ 225.76	548,518	D
Common Stock, par value \$0.01 per share	06/18/2007	S	300	D	\$ 225.79	548,218	D
Common Stock, par value \$0.01 per share	06/18/2007	S	500	D	\$ 225.8	547,718	D
Common Stock, par value \$0.01 per share	06/18/2007	S	600	D	\$ 225.81	547,118	D
Common Stock, par value \$0.01 per share	06/18/2007	S	500	D	\$ 225.82	546,618	D
	06/18/2007	S	200	D	\$ 225.83	546,418	D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,100

D

\$ 225.84 545,318

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

100

D

\$ 225.85 545,218

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

200

D

\$ 225.87 545,018

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

605

D

\$ 225.88 544,413

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,460

D

\$ 225.89 542,953

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

225

D

\$ 225.9 542,728

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,500

D

\$ 225.91 541,228

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,531

D

\$ 225.93 539,697

D

06/18/2007

S

600

D

\$ 225.94 539,097

D

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Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

110

D

\$ 225.95 538,987

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

500

D

\$ 225.97 538,487

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

400

D

\$ 225.98 538,087

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

369

D

\$ 225.99 537,718

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,200

D

\$ 226 536,518

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

200

D

\$ 226.03 536,318

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

1,900

D

\$ 226.04 534,418

D

Common
Stock, par
value
\$0.01 per
share

06/18/2007

S

2,451

D

\$ 226.05 531,967

D

06/18/2007

S

500

D

\$ 226.06 531,467

D

Common
Stock, par
value
\$0.01 per
share

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.

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Options (right to buy)	\$ 91.61	06/18/2007		M		75,009		01/03/2005	11/25/2011	Common Stock, par value \$0.01 per share	75,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KENNEDY KEVIN W
C/O GOLDMAN, SACHS & CO.
85 BROAD STREET
NEW YORK, NY 10004

Exec. VP - Human Capital Mgmt.

Signatures

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

06/20/2007

**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).

Remarks:

This Form 4 filing is being submitted in three parts, of which this is the first part.

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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