GOLDMAN SACHS GROUP INC/
Form 4
September 15, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
(Last) (First) (Middle)
C/O GOLDMAN, SACHS & CO., 85 BROAD STREET
(Street)
NEW YORK,, NY 10004
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GOLDMAN SACHS GROUP INC/ [GS]

3. Date of Earliest Transaction (Month/Day/Year)
09/13/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec. VP - Human Capital Mgmt.

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

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	09/13/2006		G	V	11,000	D	$ 0	586,814	D	
Common Stock, par value $0.01 per share	09/13/2006		S		400	D	$ 161.84	586,414	D	
	09/13/2006		S		700	D	$ 161.8	585,714	D	

Common Stock, par value $0.01 per share							
Common Stock, par value $0.01 per share	09/13/2006	S	700	D	$ 161.79	585,014	D
Common Stock, par value $0.01 per share	09/13/2006	S	100	D	$ 161.76	584,914	D
Common Stock, par value $0.01 per share	09/13/2006	S	800	D	$ 161.75	584,114	D
Common Stock, par value $0.01 per share	09/13/2006	S	400	D	$ 161.74	583,714	D
Common Stock, par value $0.01 per share	09/13/2006	S	2,600	D	$ 161.7	581,114	D
Common Stock, par value $0.01 per share	09/13/2006	S	600	D	$ 161.69	580,514	D
Common Stock, par value $0.01 per share	09/13/2006	S	600	D	$ 161.68	579,914	D
Common Stock, par value $0.01 per share	09/13/2006	S	3,300	D	$ 161.67	576,614	D
	09/13/2006	S	1,200	D		575,414	D

Common Stock, par value $0.01 per share					$ 161.66		
Common Stock, par value $0.01 per share	09/13/2006	S	600	D	$ 161.65	574,814	D
Common Stock, par value $0.01 per share	09/13/2006	S	300	D	$ 161.63	574,514	D
Common Stock, par value $0.01 per share	09/13/2006	S	500	D	$ 161.62	574,014	D
Common Stock, par value $0.01 per share	09/13/2006	S	900	D	$ 161.61	573,114	D
Common Stock, par value $0.01 per share	09/13/2006	S	400	D	$ 161.6	572,714	D
Common Stock, par value $0.01 per share	09/13/2006	S	1,500	D	$ 161.59	571,214	D
Common Stock, par value $0.01 per share	09/13/2006	S	400	D	$ 161.51	570,814	D
Common Stock, par value $0.01 per share	09/13/2006	S	400	D	$ 161.5	570,414	D
	09/13/2006	S	2,100	D		568,314	D

Common Stock, par value $0.01 per share						$ 161.48			
Common Stock, par value $0.01 per share	09/13/2006		S	1,300	D	$ 161.47	567,014	D	
Common Stock, par value $0.01 per share	09/13/2006		S	3,200	D	$ 161.46	563,814	D	
Common Stock, par value $0.01 per share	09/13/2006		S	900	D	$ 161.43	562,914	D	
Common Stock, par value $0.01 per share	09/13/2006		S	1,100	D	$ 161.42	561,814	D	
Common Stock, par value $0.01 per share							12,000	I	See Footnote (1)
Common Stock, par value $0.01 per share							6,000	I	See Footnote (2)

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				Securities (Instr. 3 and 4)		(Instr. 5)	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
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	09/15/2006
**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)** Held by spouse.
- **(2)** Held through a trust, 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.

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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