

KENNEDY KEVIN W
 Form 4
 September 22, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Exec. VP - Human Capital Mgmt.

(Last) (First) (Middle)
 C/O GOLDMAN, SACHS &
 CO., 85 BROAD STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/20/2006

NEW YORK, NY 10004

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

(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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	09/20/2006		S	200	D \$ 166.58	559,814	D
Common Stock, par value \$0.01 per share	09/20/2006		S	1,900	D \$ 166.57	557,914	D
	09/20/2006		S	400	D	557,514	D

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Common Stock, par value \$0.01 per share					\$ 166.56		
Common Stock, par value \$0.01 per share	09/20/2006	S	900	D	\$ 166.55	556,614	D
Common Stock, par value \$0.01 per share	09/20/2006	S	300	D	\$ 166.54	556,314	D
Common Stock, par value \$0.01 per share	09/20/2006	S	500	D	\$ 166.53	555,814	D
Common Stock, par value \$0.01 per share	09/20/2006	S	500	D	\$ 166.49	555,314	D
Common Stock, par value \$0.01 per share	09/20/2006	S	1,900	D	\$ 166.48	553,414	D
Common Stock, par value \$0.01 per share	09/20/2006	S	400	D	\$ 166.47	553,014	D
Common Stock, par value \$0.01 per share	09/20/2006	S	1,100	D	\$ 166.46	551,914	D
Common Stock, par value \$0.01 per share	09/20/2006	S	1,400	D	\$ 166.45	550,514	D
	09/20/2006	S	1,200	D		549,314	D

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Common Stock, par value \$0.01 per share					\$ 166.44		
Common Stock, par value \$0.01 per share	09/20/2006	S	2,800	D	\$ 166.43	546,514	D
Common Stock, par value \$0.01 per share	09/20/2006	S	1,100	D	\$ 166.42	545,414	D
Common Stock, par value \$0.01 per share	09/20/2006	S	2,300	D	\$ 166.41	543,114	D
Common Stock, par value \$0.01 per share	09/20/2006	S	500	D	\$ 166.4	542,614	D
Common Stock, par value \$0.01 per share	09/20/2006	S	300	D	\$ 166.39	542,314	D
Common Stock, par value \$0.01 per share	09/20/2006	S	1,000	D	\$ 166.33	541,314	D
Common Stock, par value \$0.01 per share	09/20/2006	S	100	D	\$ 166.31	541,214	D
Common Stock, par value \$0.01 per share	09/20/2006	S	100	D	\$ 166.3	541,114	D
	09/20/2006	S	400	D		540,714	D

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Common Stock, par value \$0.01 per share					\$ 166.28		
Common Stock, par value \$0.01 per share	09/20/2006	S	400	D	\$ 166.27	540,314	D
Common Stock, par value \$0.01 per share	09/20/2006	S	2,000	D	\$ 166.17	538,314	D
Common Stock, par value \$0.01 per share	09/20/2006	S	700	D	\$ 166.16	537,614	D
Common Stock, par value \$0.01 per share	09/20/2006	S	100	D	\$ 166.15	537,514	D
Common Stock, par value \$0.01 per share	09/20/2006	S	100	D	\$ 166.14	537,414	D
Common Stock, par value \$0.01 per share	09/20/2006	S	1,000	D	\$ 166.12	536,414	D
Common Stock, par value \$0.01 per share	09/20/2006	S	500	D	\$ 166.11	535,914	D

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for KENNEDY KEVIN W, C/O GOLDMAN, SACHS & CO., 85 BROAD STREET, NEW YORK, NY 10004, with relationship Exec. VP - Human Capital Mgmt.

Signatures

/s/ Roger S. Begelman, Attorney-in-fact, 09/22/2006, 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).

Remarks:

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