

PAULSON HENRY M JR
Form 4
December 15, 2005

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 *
PAULSON HENRY M JR

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	12/13/2005		A		224,777 (1) (2)	A	(2) 3,982,408
Common Stock, par value \$0.01 per share	12/13/2005		F		89,910	D	(3) 3,892,498

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 (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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Nonqualified Stock Options (right to buy)	\$ 131.64	12/13/2005		A	220,392 (4)	(4) 11/27/2015	Common Stock	220	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAULSON HENRY M JR C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004	X		Chairman of the Board and CEO	

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact
Date: 12/15/2005

**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).

The shares, together with the Stock Options described in Table II, represent the Reporting Person's entire compensation other than base salary for the Issuer's 2005 fiscal year, as he is not receiving any cash bonus. The Reporting Person was the highest paid executive officer of the Issuer for the Issuer's 2005 fiscal year.

The number of shares awarded to the Reporting Person was determined by dividing \$30,147,000 by \$134.12 (the closing price of the Issuer's Common Stock on the New York Stock Exchange ("NYSE") on November 25, 2005, the last day of the Issuer's 2005 fiscal year).

(2) Of these shares, 89,910 vested immediately upon grant and were withheld for tax purposes, with the remaining 134,867 vesting on November 28, 2008; the unvested shares are subject to restrictions on transfer and will generally be transferable, without the payment of any consideration, in January 2009.

(3)

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The shares that were withheld for tax purposes were withheld at a value of \$130.20, the average of the high and low prices of the Issuer's Common Stock on the NYSE on the date of grant.

- The value of each Stock Option, based on a binomial option valuation method, was \$32.91. Of these Stock Options, 40% vested
- (4) immediately upon grant, with the remaining 60% vesting on November 28, 2008. The Stock Options become exercisable in January 2009, although the underlying shares are subject to transfer restrictions until January 2010.

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.