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THAIN JOHN A Form 4 December 26, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

		_	ompany Act of 1940						
[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).								
1.	1. Name and Address of Reporting Person*								
	Thain,	John	Α.						
	(Last) c/o Goldman, Sachs & Co. 85 Broad Street	(First)	(Middle)						
		(Street)							
	New York,	New York	10004						
	(City)	(State)	(Zip)						
2.	Issuer Name and Ticker or Trac The Goldman Sachs Group, Inc. (GS)	-		====					
3.	I.R.S. Identification Number of Reporting Person, if an entity (voluntary)								
4.	Statement for Month/Day/Year								
	December 23, 2002								
5.	If Amendment, Date of Original (Month/Day/Year)								
6.	Relationship of Reporting Person(s) to Issuer (Check all applicable)								
	[X] Director [X] Officer (give title be	elow)	[] 10% Owner [] Other (specify below))					
7.	Individual or Joint/Group Fili		======================================						

[X] Form filed by One Reporting Person

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[] Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,

or Beneficially Owned

or beneficially owned							
		Deemed	Transactio	4. A A A A A A A A A			
1. Title of Security (Instr. 3)	Date	Date, if any(Month/	(Instr. 8)	- Amount or Price T			
Common Stock, par value \$0.01 per share	 12/23/02	 					
Common Stock par value \$0.01 per share		 	 				
Common Stock par value \$0.01 per share							
Common Stock par value \$0.01 per share							

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

FORM 4 (continued)

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

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	1	1				1	
	12.	1	1 1		1	1	
	Con-	1	1 1		1	1	
	ver-	1	3A.	1			
	sion		De-	5.		17.	
	or		emed	Number of		Title a	and Amount
	Exer-		Exe-	Derivative	16.	of Und	erlying
	cise		cu- 4.	Securities	Date	Securit	cies
	Price	3.	tion Trans-	Acquired (A)	Exercisable a	ind (Instr	. 3 and 4)
	of	Trans-	Date action	or Disposed	Expiration Da	te	
1.	Der-	action	if Code	of (D)	(Month/Day/Ye	ar)	Amount
Title of	iva-	Date	any, (Instr	(Instr. 3,			or
Derivative	tive	(Month/	(MM/ 8)	4 and 5)	Date Expi	ra-	Number
Security	Secu-	Day/	DD/		Exer- tion	ı	of
(Instr. 3)	rity	Year)	YY) Code V	7 (A) (D)	cisable Date	e Title	Shares

^{*} If the form is filed by more than one reporting person, see Instruction $4\left(b\right)\left(v\right)$.

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		- 1		1	I		

Explanation of Responses:

(1): As trustee of grantor retained annuity trust

By: /s/ Roger S. Begelman December 26, 2002

**Signature of Reporting Person Date

Attorney-in-fact

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Alternatively, this Form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b) (4) of Regulation S-T.