

KENNEDY KEVIN W
 Form 4
 June 20, 2007

FORM 4

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

OMB APPROVAL

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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

(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)
**C/O GOLDMAN, SACHS &
 CO., 85 BROAD STREET**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/18/2007

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

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)
				(A) or (D)	Price		
Common Stock, par value \$0.01 per share	06/18/2007		S	700	D \$ 226.07	530,767	D
Common Stock, par value \$0.01 per share	06/18/2007		S	1,100	D \$ 226.09	529,667	D
	06/18/2007		S	226	D \$ 226.1	529,441	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	73	D	\$ 226.105	529,368	D
Common Stock, par value \$0.01 per share	06/18/2007	S	200	D	\$ 226.12	529,168	D
Common Stock, par value \$0.01 per share	06/18/2007	S	550	D	\$ 226.13	528,618	D
Common Stock, par value \$0.01 per share	06/18/2007	S	809	D	\$ 226.15	527,809	D
Common Stock, par value \$0.01 per share	06/18/2007	S	500	D	\$ 226.16	527,309	D
Common Stock, par value \$0.01 per share	06/18/2007	S	200	D	\$ 226.17	527,109	D
Common Stock, par value \$0.01 per share	06/18/2007	S	300	D	\$ 226.18	526,809	D
Common Stock, par value \$0.01 per share	06/18/2007	S	3,600	D	\$ 226.2	523,209	D
	06/18/2007	S	500	D	\$ 226.21	522,709	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	500	D	\$ 226.22	522,209	D
Common Stock, par value \$0.01 per share	06/18/2007	S	300	D	\$ 226.23	521,909	D
Common Stock, par value \$0.01 per share	06/18/2007	S	3,200	D	\$ 226.24	518,709	D
Common Stock, par value \$0.01 per share	06/18/2007	S	100	D	\$ 226.25	518,609	D
Common Stock, par value \$0.01 per share	06/18/2007	S	600	D	\$ 226.26	518,009	D
Common Stock, par value \$0.01 per share	06/18/2007	S	2,300	D	\$ 226.27	515,709	D
Common Stock, par value \$0.01 per share	06/18/2007	S	2,500	D	\$ 226.29	513,209	D
Common Stock, par value \$0.01 per share	06/18/2007	S	9,500	D	\$ 226.3	503,709	D
	06/18/2007	S	200	D	\$ 226.31	503,509	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	100	D	\$ 226.34	503,409	D
Common Stock, par value \$0.01 per share	06/18/2007	S	5,400	D	\$ 226.35	498,009	D
Common Stock, par value \$0.01 per share	06/18/2007	S	1,200	D	\$ 226.36	496,809	D
Common Stock, par value \$0.01 per share	06/18/2007	S	900	D	\$ 226.38	495,909	D
Common Stock, par value \$0.01 per share	06/18/2007	S	243	D	\$ 226.39	495,666	D
Common Stock, par value \$0.01 per share	06/18/2007	S	6,000	D	\$ 226.4	489,666	D
Common Stock, par value \$0.01 per share	06/18/2007	S	100	D	\$ 226.41	489,566	D
Common Stock, par value \$0.01 per share	06/18/2007	S	57	D	\$ 226.42	489,509	D
	06/18/2007	S	1,000	D	\$ 226.44	488,509	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.

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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

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, in connection with the exercise of a nonqualified stock option, is being filed in three parts, of which this is the second 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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