

Edgar Filing: GEORGE WILLIAM W - Form 4

GEORGE WILLIAM W
Form 4
January 02, 2003

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

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

=====

1. Name and Address of Reporting Person*

George,	William	W.
-----	-----	-----
(Last)	(First)	(Middle)
c/o Goldman, Sachs & Co.		
85 Broad Street		
-----	-----	-----
	(Street)	
New York,	New York	10004
-----	-----	-----
(City)	(State)	(Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

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 30, 2002

=====

5. If Amendment, Date of Original (Month/Day/Year)

=====

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[X]	Director	[]	10% Owner
[]	Officer (give title below)	[]	Other (specify below)

=====

7. Individual or Joint/Group Filing (Check Applicable Line)

[X] Form filed by One Reporting Person

Edgar Filing: GEORGE WILLIAM W - Form 4

[] 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) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount			6. Price		
					(A)	(D)		(A)	(D)	

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

* If the form is filed by more than one reporting person, see Instruction
4(b)(v).

FORM 4 (continued)

=====

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. Con- ver- sion or Exer- cise Price of Der- iva- tive Secu- rity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Date (MM/ DD/ YY)	5. Trans- action Code (Instr. 3, 4 and 5)	6. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)	9. Amount or Number of Shares

Restricted Stock Units	(1)	12/30/02		A	3,000	(1)	(1)	Common Stock	3,000
---------------------------	-----	----------	--	---	-------	-----	-----	--------------	-------

Explanation of Responses:

(1): These Restricted Stock Units vested immediately upon grant and the shares

Edgar Filing: GEORGE WILLIAM W - Form 4

of Common Stock underlying these Restricted Stock Units will be deliverable, without the payment of any consideration, on the last business day in May in the year following the retirement of the Reporting Person from the Issuer's Board of Directors.

By: /s/ Edward T. Joel

January 2, 2003

**Signature of Reporting Person
Attorney-in-fact

Date

** 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.