

INPHONIC INC  
Form 4  
December 12, 2006

**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 \*  
GOLDMAN SACHS GROUP INC/

(Last) (First) (Middle)

85 BROAD ST

(Street)

NEW YORK, NY 10004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INPHONIC INC [INPC]

3. Date of Earliest Transaction (Month/Day/Year)  
12/08/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 12/08/2006                           |                                                    | S                              | 2,444                                                             | D          | \$ 11.59 5,083,778                                                                            | I                                                        | See footnotes (1) (2)                                 |
| Common Stock                    | 12/12/2006                           |                                                    | P                              | 1,544                                                             | A          | \$ 11.7 5,085,322                                                                             | I                                                        | See footnotes (1) (2)                                 |
| Common Stock                    | 12/12/2006                           |                                                    | P                              | 200                                                               | A          | \$ 11.68 5,085,522                                                                            | I                                                        | See footnotes (1) (2)                                 |
| Common Stock                    | 12/12/2006                           |                                                    | P                              | 400                                                               | A          | \$ 11.67 5,085,922                                                                            | I                                                        | See footnotes (1) (2)                                 |

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|                 |            |  |   |     |   |             |                          |   |                                           |
|-----------------|------------|--|---|-----|---|-------------|--------------------------|---|-------------------------------------------|
| Common<br>Stock | 12/12/2006 |  | P | 300 | A | \$<br>11.65 | 5,086,222 <sup>(3)</sup> | I | See<br>footnotes<br><u>(1)</u> <u>(2)</u> |
|-----------------|------------|--|---|-----|---|-------------|--------------------------|---|-------------------------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                          | Amount or<br>Number of<br>Shares |
| Warrants<br>to<br>Purchase<br>Common<br>Stock       | \$ 0.01                                                            |                                         |                                                             |                                      |                                                                                                                    | <u>(4)</u>                                                     | 11/07/2011                                                          | Common<br>Stock                | 687,500                          |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC/<br>85 BROAD ST<br>NEW YORK, NY 10004 |               | X         |         |       |
| GOLDMAN SACHS & CO<br>85 BROAD STREET<br>NEW YORK, NY 10004   |               | X         |         |       |

## Signatures

/s/ Andrea Louro DeMar,  
Attorney-in-fact

12/12/2006

\*\*Signature of Reporting Person

Date

/s/ Andrea Louro DeMar,  
Attorney-in-fact

12/12/2006

\*\*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).
- (1) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and, together with GS Group, the "Reporting Persons"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group.
- (2) The securities reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs Execution & Clearing, L.P. ("GSEC"), a wholly-owned subsidiary of GS Group. Without admitting any legal obligation, GSEC, or another wholly-owned subsidiary of GS Group, will remit appropriate profits, if any, to InPhonic, Inc. (the "Company"). The 5,086,222 shares of the Company's common stock, \$0.01 par value per share (the "Common Stock") reported herein may be deemed to be beneficially owned indirectly by GS Group by reason of the direct ownership of such securities by Goldman Sachs or another direct or indirect wholly-owned subsidiary of GS Group (collectively, "Goldman"). Goldman has open short positions of 162,876 shares of Common Stock.
- (3) The 5,086,222 shares of Common Stock and open short positions of 162,876 shares of Common Stock reflect changes attributed to transactions that were part of baskets that met the requirements for exemption as outlined by the Securities and Exchange Commission, and therefore not reported.
- (4) Immediately exercisable.
- (5) GS Group may be deemed to beneficially own indirectly warrants to purchase an aggregate of 687,500 shares of Common Stock by reason of the direct ownership of such securities by Goldman Sachs.

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.