COHEN ALAN M Form 4

December 19, 2008

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

OMB APPROVAL OMB

Check this box if no longer

3235-0287 Number: January 31, Expires:

2005

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

obligations may continue. See Instruction

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

response... 0.5

1(b).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

COHEN ALAN M

Symbol

(Check all applicable)

(Middle)

GOLDMAN SACHS GROUP INC [GS]

Director 10% Owner

3. Date of Earliest Transaction

X_ Officer (give title Other (specify (Month/Day/Year) below)

12/17/2008

EVP, Global Head of Compliance

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

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK,, NY 10004

(State) (Zip) (City)

2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership

(Instr. 4)

(Instr. 4)

Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Following Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Conversion

7. Title and Amount

Underlying Securitie

Edgar Filing: COHEN ALAN M - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities Acquired (or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day/Year)		(Instr. 3 and	4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Year-End Restricted Stock Units	<u>(1)</u>	12/17/2008		A		7,453		<u>(1)</u>	<u>(1)</u>	Common Stock	7,45
Year-End Nonqualified Stock Options	\$ 78.78	12/17/2008		A		55,364 (2)		<u>(2)</u>	12/31/2018	Common Stock	55,36

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COHEN ALAN M C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004

EVP, Global Head of Compliance

Signatures

/s/ Roger S. Begelman, Attorney-in-fact

12/19/2008

**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).
- One-third of these year-end Restricted Stock Units ("RSUs") will convert into shares of the Issuer's Common Stock in each of January 2010, January 2011 and January 2012. 1,539 of the shares of Common Stock underlying these RSUs cannot be transferred before January
- One-third of these Stock Options become exercisable in each of January 2010, January 2011 and January 2012; if the Stock Options are exercised, the underlying shares of Common Stock cannot be transferred before January 2014.

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.

Reporting Owners 2