Cooper Edith W
Form 3
April 13, 2011

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Cooper Edith W

(Last) (First) (Middle)

C/O GOLDMAN, SACHS & CO.,Â 200 WEST STREET

(Street)

NEW YORK,Â NYÂ 10282

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
04/04/2011

3. Issuer Name **and** Ticker or Trading Symbol
GOLDMAN SACHS GROUP INC [GS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
EVP, Global Head of HCM

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.01 per share	20,869 (1)	D	Â
Common Stock, par value $0.01 per share	5,710	I	See footnote (2)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (3)	Â (3)	Common Stock, par value $0.01 per share	98,169	$ (3)	D	Â
Nonqualified Stock Options (right to buy)	Â (4)	Â (4)	Common Stock, par value $0.01 per share	133,147	$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Edith W C/O GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK,Â NYÂ 10282	Â	Â	Â EVP, Global Head of HCM	Â

Signatures

/s/ Beverly L. O'Toole, Attorney-in-fact	04/13/2011
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Certain of these shares cannot be transferred before dates ranging from January 2014 to January 2015.

(2) Held through a trust, the sole trustee of which is the Reporting Person's spouse and the sole beneficiaries of which are immediate family members of the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares.

(3) These Restricted Stock Units ("RSUs") either are vested or will vest upon the earlier of (a) dates ranging from December 31, 2011 to December 31, 2012 and (b) the Reporting Person's retirement. These RSUs will generally convert into shares of the Issuer's common stock on dates ranging from January 2012 to January 2014. Substantially all of the common stock that will be delivered pursuant to these RSUs cannot be transferred before dates ranging from January 2014 to January 2016.

(4) The exercise prices for the stock options range from $78.78 to $91.61, with varying expiration dates from November 25, 2011 to December 31, 2018. All of these stock options either are vested or will vest upon the earlier of (a) December 31, 2011 and (b) the Reporting Person's retirement, and all either are exercisable or will become exercisable in January 2012. If certain of 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.
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