

VINIAR DAVID A  
Form 4  
January 15, 2009

**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 \*  
VINIAR DAVID A

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/13/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President - CFO

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

(Street)

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

NEW YORK,, NY 10004

(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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock, par value \$0.01 per share | 01/13/2009                           |  | M                              |   | 49,803  | A  | 11   |
| Common Stock, par value \$0.01 per share | 01/13/2009                           |  | F(2)                           |   | 19,862  | D(2)   | \$ 76.295                                  |
|  |                                      |  |                                |   |   |  | 123,186                                    |
|  |                                      |  |                                |   |   |  | I  |

|  |  |  |  |       |   |                        |
|--|--|--|--|-------|---|------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  |       |   | See<br>footnote<br>(3) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 4,000 | I | See<br>footnote<br>(4) |

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

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SEC 1474  
(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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>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. I<br>De<br>Sec<br>(In                             |                                     |
|---|---|---|---|---|--|--|---|--|-------------------------------------|
|   |   |   |   | Code                                    | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)   | 01/13/2009                              |   | M                                       | 49,803   | (1)  | (1)   | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 49,803                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| VINIAR DAVID A<br>C/O GOLDMAN, SACHS & CO.<br>85 BROAD STREET<br>NEW YORK,, NY 10004 |               |           | Executive Vice President - CFO |       |

## Signatures

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

01/15/2009

\_\_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) On January 13, 2009, shares of the Issuer's common stock underlying Restricted Stock Units that were awarded in connection with fiscal 2005 compensation were delivered to the Reporting Person without the payment of any consideration.
- (2) Represents shares of the Issuer's common stock withheld to satisfy tax withholding obligations in connection with the delivery of the common stock underlying the Restricted Stock Units described in footnote 1 above.
- (3) Held through a limited liability company.
- (4) Held through trusts, 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.

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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