

GOLDMAN SACHS GROUP INC/
Form 3
December 06, 2004

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â NORA JOHNSON SUZANNE M | | (Month/Day/Year) 11/26/2004 | GOLDMAN SACHS GROUP INC/ [GS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| C/O GOLDMAN, SACHS & CO.,Â 85 BROAD STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Vice Chairman of the Corp. | |
| NEW YORK,,Â NYÂ 10004 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 7,660 | D | Â |
| Common Stock, par value \$0.01 per share | 555,408 | I | As trustee of revocable trust |

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

SEC 1473 (7-02)

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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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) | (Instr. 5) |
|---|------------------|-----------------|--|----------------------------|------------------------------|---|------------|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock, par value \$0.01 per share | 10,479 | \$ (1) | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock, par value \$0.01 per share | 38,464 | \$ (2) | D | Â |
| Nonqualified Stock Options (right to buy) | Â (3) | Â (3) | Common Stock, par value \$0.01 per share | 45,258 | \$ 82.875 | D | Â |
| Nonqualified Stock Options (right to buy) | Â (4) | Â (4) | Common Stock, par value \$0.01 per share | 78,117 | \$ 91.61 | D | Â |
| Nonqualified Stock Options (right to buy) | Â (5) | Â (5) | Common Stock, par value \$0.01 per share | 31,437 | \$ 78.87 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NORA JOHNSON SUZANNE M C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004 | Â | Â | Â Vice Chairman of the Corp. | Â |

Signatures

/s/ Ted Chang,
Attorney-in-fact

12/06/2004

__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) These Restricted Stock Units vested 25% immediately upon grant (November 29, 2002), with the remaining 75% vesting on November 25, 2005, and the shares of Common Stock underlying these Restricted Stock Units will generally be deliverable, without the payment of any consideration, in January 2006.

(2) These Restricted Stock Units vested 25% immediately upon grant (November 28, 2003), with the remaining 75% vesting on November 24, 2006, and the shares of Common Stock underlying these Restricted Stock Units will generally be deliverable, without the payment of any consideration, in January 2007.

(3) These Stock Options vested on November 28, 2003, became exercisable in January 2004 and expire on November 26, 2010.

(4) These Stock Options vested 25% immediately upon grant (December 7, 2001), with the remaining 75% vesting on November 26, 2004. These Stock Options become exercisable in January 2005 and expire on November 25, 2011.

(5) These Stock Options vested 25% immediately upon grant (November 29, 2002), with the remaining 75% vesting on November 25, 2005. These Stock Options become exercisable in January 2006 and expire on November 30, 2012.

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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