

PALM GREGORY K
Form 4
October 30, 2007

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PALM GREGORY K

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2007

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive VP - General Counsel

4. 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

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	10/26/2007		S		2,000	D	\$ 231.68
							837,748
							D
Common Stock, par value \$0.01 per share	10/26/2007		S		2,500	D	\$ 231.71
							835,248
							D
	10/26/2007		S		100	D	835,148
							D

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Common Stock, par value \$0.01 per share					\$ 231.72		
Common Stock, par value \$0.01 per share	10/26/2007	S	800	D	\$ 231.79	834,348	D
Common Stock, par value \$0.01 per share	10/26/2007	S	1,700	D	\$ 231.8	832,648	D
Common Stock, par value \$0.01 per share	10/26/2007	S	1,410	D	\$ 231.81	831,238	D
Common Stock, par value \$0.01 per share	10/26/2007	S	200	D	\$ 231.83	831,038	D
Common Stock, par value \$0.01 per share	10/26/2007	S	100	D	\$ 231.86	830,938	D
Common Stock, par value \$0.01 per share	10/26/2007	S	300	D	\$ 231.87	830,638	D
Common Stock, par value \$0.01 per share	10/26/2007	S	500	D	\$ 231.89	830,138	D
Common Stock, par value \$0.01 per share	10/26/2007	S	600	D	\$ 231.91	829,538	D
	10/26/2007	S	500	D		829,038	D

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Common Stock, par value \$0.01 per share					\$ 231.93		
Common Stock, par value \$0.01 per share	10/26/2007	S	1,900	D	\$ 231.95	827,138	D
Common Stock, par value \$0.01 per share	10/26/2007	S	900	D	\$ 231.98	826,238	D
Common Stock, par value \$0.01 per share	10/26/2007	S	300	D	\$ 231.99	825,938	D
Common Stock, par value \$0.01 per share	10/26/2007	S	300	D	\$ 232.01	825,638	D
Common Stock, par value \$0.01 per share	10/26/2007	S	100	D	\$ 232.03	825,538	D
Common Stock, par value \$0.01 per share	10/26/2007	S	600	D	\$ 232.18	824,938	D
Common Stock, par value \$0.01 per share	10/26/2007	S	8,400	D	\$ 232.19	816,538	D
Common Stock, par value \$0.01 per share	10/26/2007	S	500	D	\$ 232.2	816,038	D
	10/26/2007	S	100	D		815,938	D

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Common Stock, par value \$0.01 per share					\$ 232.21			
Common Stock, par value \$0.01 per share	10/26/2007	S	900	D	\$ 232.22	815,038	D	
Common Stock, par value \$0.01 per share	10/26/2007	S	500	D	\$ 232.24	814,538	D	
Common Stock, par value \$0.01 per share	10/26/2007	S	100	D	\$ 232.25	814,438	D	
Common Stock, par value \$0.01 per share	10/26/2007	S	300	D	\$ 232.26	814,138	D	
Common Stock, par value \$0.01 per share	10/26/2007	S	1,000	D	\$ 232.27	813,138	D	
Common Stock, par value \$0.01 per share	10/26/2007	S	200	D	\$ 232.33	812,938	D	
Common Stock, par value \$0.01 per share						56,020	I	See footnote (1)
Common Stock, par value \$0.01 per share						140,293	I	See footnote (2)

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PALM GREGORY K C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK,, NY 10004	Executive VP - General Counsel

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact 10/30/2007

__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) Held through a limited liability company.
- (2) As trustee of grantor retained annuity trust.

Remarks:

This Form 4 filing is being submitted in two parts, of which this is the second part.

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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