

P5/18/04

OMB APPROVAL

OMB Number:
Expires:
Estimated average burden
hours per response.

SEC USE ONLY



04053296

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

FORM 13F

FORM 13F Cover Page

Information for which Goldman Sachs & Co. has requested Confidential Treatment was omitted from our 13F Filing as of May 17, 2004, and is hereby being filed separately with the Commission.

Report for the Calendar Year or Quarter Ended March 31, 2004

If amended report check here: ☒ Amendment Number: 3

This Amendment (Check only one):
☐ is a restatement
☒ adds new holding entries.

Goldman Sachs Group, Inc. (The)

Name of Institutional Investment Manager

85 Broad St. New York NY 10004

Business Address (Street) (City) (State) (Zip)

13F File Number: 08-04981

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Poger S. Begelman Vice President, Director of Compliance (212) 902-1469

Name (Title) (Phone)

/s/ Poger S. Begelman

(Manual Signature of Person Duly
Authorized to Submit This Report)

New York NY, May 24, 2004

(Place and Date of Signing)

Report Type.

- ☒ 13F HOLDINGS REPORT.
☐ 13F NOTICE.
☐ 13F COMBINATION REPORT.

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 8

Form 13F Information Table Entry Total 1

Goldman Sachs & Co.
Confidential Treatment
Requested

CONFIDENTIAL TREATMENT EXPIRES

MAY 17 2004

PROCESSED
FEB 04 2005
THOMSON
FINANCIAL

Form 13F Information Table Value Total: 5 123.749 73
(thousands)

List of Other Included Managers:

Name and 13F file numbers of ALL Institutional Investment Managers with respect to which this schedule is filed (other than the one filing this report).

(If there are no entries in this list, state "NONE" and omit the column headings and list entries.)

13F File Numbers will be assigned to Institutional Investment Managers after they file their first report.

13F File No.	Name
1. 26-05158	Amalgatrust
2. 28-00687	Goldman, Sachs & Co.
3. 28-10312	Goldman Sachs Asset Management
4. 28-05109	Goldman Sachs International
5. 28-05111	Goldman Sachs & Co. Bank
6. 28-05113	SLK-Hull Derivatives LLC
7. 28-02355	Spear, Leeds & Kellogg LP
8. 28-06738	BYCO CO L P

Goldman Sachs & Co.
Confidential Treatment
Requested

</TABLE>

Risk Arbitrage Positions for Which Automatic One Year Confidential Treatment is Requested by The Goldman Sachs Group, Inc. (For Quarter Ended 3/31/04)

Risk Arbitrage Positions
As of 3/31/04

Column 1	Column 2	Column 3	Column 4	Column 5	Column 6	Column 7	Column 8				
<u>Name of Issuer</u>	<u>Class Title</u>	<u>Cusip</u>	<u>Value</u>	<u>Shares</u>	<u>SH/ PRN</u>	<u>Put/Call</u>	<u>Investment Discretion</u>	<u>Other Managers</u>	<u>Sole</u>	<u>Shared</u>	<u>None</u>
AT&T Wireless Services, Inc. CMN	COMMON	00209A106	\$133,749,730	9,849,023	SH		SH-DEF	GSCO	9,849,023		
REPORT TOTALS			\$133,749,730	9,849,023					9,849,023		

CONFIDENTIAL TREATMENT REQUESTED