

ARAMARK CORP/DE
Form 4
May 19, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GOLDMAN SACHS GROUP INC/

2. Issuer Name and Ticker or Trading Symbol
ARAMARK CORP/DE [RMK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
85 BROAD ST

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2006

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

See footnotes 1 and 2

NEW YORK, NY 10004

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Class B Common Stock | 05/17/2006 | | S | 200 D \$ 33.6 | 1,897,317 | I | See footnotes (1) (2) (3) |
| Class B Common Stock | 05/17/2006 | | S | 400 D \$ 33.61 | 1,896,917 | I | See footnotes (1) (2) (3) |
| Class B Common Stock | 05/17/2006 | | S | 500 D \$ 33.62 | 1,896,417 | I | See footnotes (1) (2) (3) |
| Class B Common | 05/17/2006 | | S | 500 D \$ 33.63 | 1,895,917 | I | See footnotes |

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| Stock | | | | | | | | (1) (2) (3) |
|----------------------------|------------|---|-----|---|-------------|-----------|---|--|
| Class B Common Stock | 05/17/2006 | S | 400 | D | \$ 33.64 | 1,895,517 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 300 | D | \$ 33.65 | 1,895,217 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 500 | D | \$ 33.66 | 1,894,717 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 300 | D | \$ 33.67 | 1,894,417 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.68 | 1,894,317 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.69 | 1,894,217 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.7 | 1,894,117 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 200 | D | \$ 33.71 | 1,893,917 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 300 | D | \$ 33.72 | 1,893,617 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.73 | 1,893,517 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.74 | 1,893,417 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 300 | D | \$ 33.76 | 1,893,117 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.77 | 1,893,017 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.78 | 1,892,917 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|-------------|-----------|---|---------------------------------|
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.8 | 1,892,817 | I | See footnotes (1) (2) (3) |
| Class B Common Stock | 05/17/2006 | S | 200 | D | \$ 33.81 | 1,892,617 | I | See footnotes (1) (2) (3) |
| Class B Common Stock | 05/17/2006 | S | 400 | D | \$ 33.82 | 1,892,217 | I | See footnotes (1) (2) (3) |
| Class B Common Stock | 05/17/2006 | S | 400 | D | \$ 33.84 | 1,891,817 | I | See footnotes (1) (2) (3) |
| Class B Common Stock | 05/17/2006 | S | 100 | D | \$ 33.85 | 1,891,717 | I | See footnotes (1) (2) (3) |

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

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.

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 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 Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDMAN SACHS GROUP INC/
85 BROAD ST
NEW YORK, NY 10004

See footnotes 1 and 2

GOLDMAN SACHS & CO
85 BROAD STREET
NEW YORK, NY 10004

See footnotes 1 and 2

Signatures

| | |
|---------------------------------------|------------|
| /s/ Yvette Kopic, Attorney-in-fact | 05/19/2006 |
| **Signature of Reporting Person | Date |

| | |
|---------------------------------------|------------|
| /s/ Yvette Kopic, Attorney-in-fact | 05/19/2006 |
| **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).

- This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), and Goldman, Sachs & Co. ("Goldman Sachs" and, together with GS Group, the "Reporting Persons"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. As a result of a proposal by a group of investors, which includes affiliates of GS Group and Goldman Sachs, to acquire all of the outstanding
- (1) shares of Aramark Corporation (the "Company"), as disclosed by the Company on a Form 8-K filed with the Securities and Exchange Commission on May 1, 2006, the Reporting Persons, together with the other investors and certain of their affiliates, may be deemed to constitute a "group", within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, that beneficially owns more than 10% of the outstanding shares of Class A Common Stock and Class B Common Stock of the Company.
- (2) This Form 4 shall not be deemed an admission that any Reporting Person is a beneficial owner of any shares of Class A Common Stock or Class B Common Stock for any purpose, other than the securities reported in Table I of this Form 4.
- The securities reported herein may be deemed to be beneficially owned indirectly by GS Group by reason of the direct ownership of such
- (3) securities by Goldman Sachs or another direct or indirect wholly-owned subsidiary of GS Group. Without admitting any legal obligation, Goldman Sachs or an affiliate will remit appropriate profits to the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.