

GOLDMAN SACHS MANAGEMENT GP GMBH
 Form 3
 February 12, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 GOLDMAN SACHS GROUP INC/ | | | (Month/Day/Year) | PRIMEENERGY CORP [PNRG] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 85 BROAD STREET,Â | | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | | ___ Director | ___ Form filed by One Reporting Person |
| NEW YORK,Â NYÂ 10004 | | | | ___ Officer | ___ Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | (give title below) | (specify below) |

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 \$0.10 per share ⁽⁴⁾ | 624,193 | I | See ⁽¹⁾ ⁽²⁾ |

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

SEC 1473 (7-02)

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.

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|--|----------------------------------|-----------------------------------|
| Obligation to pay sale proceeds ⁽³⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock, par value 592,345 \$ 0 \$0.10 per share | I | See ⁽¹⁾ ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC/ 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |
| GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |
| GSCP V ADVISORS, LLC 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |
| GSCP V OFFSHORE ADVISORS LLC 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |
| GS ADVISORS V LLC 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |
| GOLDMAN SACHS MANAGEMENT GP GMBH MESSETURM 60308 FRANKFURT AM MAIN GERMANY, 2M 00000 | Â | Â X | Â | Â |
| GS CAPITAL PARTNERS V FUND LP 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |
| GS CAPITAL PARTNERS V OFFSHORE FUND LP 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |
| GS CAPITAL PARTNERS V GmbH & CO KG 85 BROAD STREET NEW YORK, NY 10004 | Â | Â X | Â | Â |

Signatures

See Exhibit 99.2 02/12/2007

__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) For text of Footnote 1, *see* Exhibit 99.1.
- (2) For text of Footnote 2, *see* Exhibit 99.1.
- (3) For text of Footnote 3, *see* Exhibit 99.1.
- (4) For text of Footnote 4, *see* Exhibit 99.1.

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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