

BRIDGE STREET FUND 1997 LP
Form 4
February 01, 2006

FORM 4

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

OMB APPROVAL

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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
STRATEGIC HOTEL CAPITAL INC [SLH]

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)
01/30/2006

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

NEW YORK, NY 10004

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	01/30/2006		S(4)	5,935,452 (4) D \$ 19.05	1,242,695	I	See Footnotes (1) (2) (3)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
						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		X		
W9/WSHC, L.L.C. I 85 BROAD STREET, 10TH FL NEW YORK, NY 10004		X		
BRIDGE STREET FUND 1997 LP 85 BROAD STREET NEW YORK, NY 10004		X		
STONE STREET FUND 1997 LP 85 BROAD STREET NEW YORK, NY 10004		X		
STONE STREET REAL ESTATE FUND 1997 LP 85 BROAD STREET NEW YORK, NY 10004		X		
STONE STREET WSHC CORP 85 BROAD STREET, 10TH FL NEW YORK, NY 10004		X		
WHITEHALL STREET REAL ESTATE LIMITED PARTNERSHIP VII 85 BROAD ST NEW YORK, NY 10004		X		
WSHC, L.L.C. 85 BROAD STREET, 10TH FL NEW YORK, NY 10004		X		
WH Advisors, L.L.C., VII 85 BROAD STREET		X		

10TH FLOOR
NEW YORK, NY 10004

Stone Street 1997, L.L.C.
85 BROAD STREET
10TH FLOOR
NEW YORK, NY 10004

X

Signatures

/s/ Roger S. Begelman,
Attorney-in-fact 02/01/2006

**Signature of Reporting Person Date

/s/ Roger S. Begelman,
Attorney-in-fact 02/01/2006

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/s/ Roger S. Begelman,
Attorney-in-fact 02/01/2006

**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).

(1)

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This statement is being filed by WSHC, L.L.C. (WSHC LLC), W9/WSHC, L.L.C. I (W9 LLC), Whitehall Street Real Estate Limited Partnership VII (Whitehall Real Estate VII), Whitehall Street Real Estate Limited Partnership IX (Whitehall Real Estate IX), Bridge Street Fund 1997, L.P. (Bridge 1997), Stone Street Fund 1997, L.P. (Stone 1997), Bridge Street Real Estate Fund 1997, L.P. (Bridge Real Estate 1997), Stone Street Real Estate Fund 1997, L.P. (Stone Real Estate 1997), Stone Street WSHC Corporation (Stone Street Corp.), Bridge Street Real Estate Fund 1998, L.P. (Bridge Real Estate 1998), Stone Street Real Estate Fund 1998, L.P. (Stone Real Estate 1998), Stone Street W9/WSHC Corp. (Stone W9 Corp.), WH Advisors, L.L.C., VII (WH Advisors VII), Stone Street 1997, L.L.C. (Stone 1997 LLC), Stone Street 1997 Realty, L.L.C. (Stone 1997 Realty), WH Advisors, L.L.C., IX (WH Advisors IX), (continued in footnote 2),

- (2) Stone Street 1998 Realty, L.L.C. (Stone 1998 Realty) and The Goldman Sachs Group, Inc. ("GS Group", together with WSHC LLC, W9 LLC, Whitehall Real Estate VII, Whitehall Real Estate IX, Bridge 1997, Stone 1997, Bridge Real Estate 1997, Stone Real Estate 1997, Stone Street Corp., Bridge Real Estate 1998, Stone Real Estate 1998, Stone W9 Corp., WH Advisors VII, Stone 1997 LLC, Stone 1997 Realty, WH Advisors IX and Stone 1998 Realty, the "Reporting Persons"). Due to the electronic system's limitation of 10 Reporting Persons per joint filing, this statement is being filed in duplicate.

- (3) The Reporting Persons, other than WSHC LLC and W9 LLC, may be deemed to beneficially own indirectly shares of Strategic Hotel Capital, Inc. ("SHC") common stock, par value \$0.01 per share ("Common Stock") by reason of WSHC LLC's and W9 LLC's direct ownership of such shares. After giving effect to the disposition reported in this Form 4, WSHC LLC beneficially owns directly 642,302 shares of Common Stock and W9 LLC beneficially owns directly 600,393 shares of Common Stock.

- (4) Pursuant to an underwriting agreement, dated January 24, 2006, among SHC, Strategic Hotel Funding, L.L.C., the selling stockholders named therein, and Deutsche Bank Securities Inc. and Wachovia Capital Markets, LLC, as representatives of the underwriters (the "Underwriters"), on January 30, 2006, WSHC LLC and W9 LLC sold to the Underwriters an aggregate of 5,935,452 shares of Common Stock at an aggregate price of approximately \$113,000,000.

Remarks:

The members of WSHC LLC are, Whitehall Real Estate VII, Bridge 1997, Stone 1997, Bridge Real Estate 1997, Stone Real Estate 1997 and Stone Street Corp. The members of W9 LLC are Bridge 1997, Stone 1997, Stone Street Corp., Whitehall Real Estate VII, Stone Real Estate 1998, Bridge Real Estate 1998 and Stone W9 Corp. WH Advisors VII is the general partner of Whitehall Real Estate VII, Stone 1997 LLC is the general partner of Bridge 1997 and Stone 1997, Stone 1997 Realty is the general partner of Bridge Real Estate 1997 and Stone Real Estate 1997, WH Advisors IX is the general partner of Whitehall Real Estate IX, Stone 1998 Realty is the general partner of Bridge Real Estate 1998 and Stone Real Estate 1998. The Reporting Persons each disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein, if any.

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.