

GS Capital Partners VI Parallel LP
 Form 4
 June 05, 2012

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
INTERLINE BRANDS, INC./DE [IBI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2012

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See footnotes 1,2,5,6,7 and 8

NEW YORK, NY 10282

(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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock				(A) or (D)	Price		See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9)	
Common Stock	05/29/2012		P	10,000 (12)	\$ 25.4397 (10)	15,563	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (12)
Common Stock	05/29/2012		S	10,000 (12)	\$ 25.35 (11)	5,563	I	See Footnotes

(1) (2) (3) (4)
 (5) (6) (7) (8)
 (9) (11) (12)

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 Benef 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 200 WEST STREET NEW YORK, NY 10282				See footnotes 1,2,5,6,7 and 8
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282				See footnotes (1),(2),(5),(6),
GSCP VI Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282				See footnotes (1),(2),(5),(6),
GSCP VI Offshore Advisors, L.L.C. 200 WEST STREET NEW YORK, NY 10282				See footnotes (1),(2),(5),(6),
GS Advisors VI, L.L.C. 200 WEST STREET NEW YORK, NY 10282				See footnotes (1),(2),(5),(6),

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GOLDMAN, SACHS MANAGEMENT GP GMBH 200 WEST STREET NEW YORK, NY 10282	See footnotes (1),(2),(5),(6),
GS Capital Partners VI Fund, L.P. 200 WEST STREET NEW YORK, NY 10282-2198	See footnotes (1),(2),(5),(6),
GS Capital Partners VI Offshore Fund, L.P. 200 WEST STREET NEW YORK, NY 10282	See footnotes (1),(2),(5),(6),
GS Capital Partners VI GmbH & Co KG 200 WEST STREET NEW YORK, NY 10282	See footnotes (1),(2),(5),(6),
GS Capital Partners VI Parallel LP 200 WEST STREET NEW YORK, NY 10282	See footnotes (1),(2),(5),(6),

Signatures

THE GOLDMAN SACHS GROUP, INC., /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GOLDMAN, SACHS & CO., /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GSCP VI ADVISORS, L.L.C. , /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GSCP VI OFFSHORE ADVISORS, L.L.C., /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GS ADVISORS VI, L.L.C., /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GOLDMAN, SACHS MANAGEMENT GP GMBH, /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GS CAPITAL PARTNERS VI FUND, L.P., /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P., /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GS CAPITAL PARTNERS VI GMBH & CO. KG, /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 Date
GS CAPITAL PARTNERS VI PARALLEL, L.P., /s/ Yvette Kotic, Attorney-in-Fact <u> </u> **Signature of Reporting Person	06/05/2012 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) 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.

(5) For text of Footnote 5, see Exhibit 99.1.

(6) For text of Footnote 6, see Exhibit 99.1.

(7) For text of Footnote 7, see Exhibit 99.1.

(8) For text of Footnote 8, see Exhibit 99.1.

(9) For text of Footnote 9, see Exhibit 99.1.

(10) For text of Footnote 10, see Exhibit 99.1.

(11) For text of Footnote 11, see Exhibit 99.1.

(12) For text of Footnote 12, 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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