

Horsehead Holding Corp
 Form 4
 December 06, 2007

FORM 4

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

OMB APPROVAL

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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
Horsehead Holding Corp [ZINC]

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)
12/04/2007

____ Director 10% Owner
 ____ Officer (give title below) ____ 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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	12/04/2007		S	33,000	D \$ 17.65	4,508,183	I	See footnote (1)
Common Stock	12/04/2007		S	10,000	D \$ 17.45	4,498,183	I	See footnote (1)
Common Stock	12/04/2007		S	100,000	D \$ 17.1	4,398,183	I	See footnote (1)
Common Stock	12/05/2007		S	1,000	D \$ 17.7	4,397,183	I	See footnote (1)

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Common Stock	12/05/2007		S	1,350	D	\$ 17.68	4,395,833	I	See footnote (1)
Common Stock	12/05/2007		S	650	D	\$ 17.66	4,395,183	I	See footnote (1)
Common Stock	12/05/2007		S	335	D	\$ 17.65	4,394,848	I	See footnote (1)
Common Stock	12/05/2007		S	800	D	\$ 17.64	4,394,048	I	See footnote (1)
Common Stock	12/05/2007		S	150	D	\$ 17.63	4,393,898	I	See footnote (1)
Common Stock	12/05/2007		S	300	D	\$ 17.62	4,393,598	I	See footnote (1)
Common Stock	12/05/2007		S	450	D	\$ 17.61	4,393,148	I	See footnote (1)
Common Stock	12/05/2007		S	7,435	D	\$ 17.6	4,385,713	I	See footnote (1)
Common Stock	12/05/2007		S	700	D	\$ 17.52	4,385,013	I	See footnote (1)
Common Stock	12/05/2007		S	100	D	\$ 17.51	4,384,913	I	See footnote (1)
Common Stock	12/05/2007		S	24,230	D	\$ 17.5	4,360,683 ⁽²⁾	I	See footnote (1)

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- er Follo- wing Repo- sition Trans- action (Instr.			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC/ 85 BROAD ST NEW YORK, NY 10004		X		
GOLDMAN SACHS & CO 85 BROAD STREET NEW YORK, NY 10004		X		

Signatures

/s/ Felicia J. Rector,
Attorney-in-fact
**Signature of Reporting Person
Date
12/06/2007

/s/ Felicia J. Rector,
Attorney-in-fact
**Signature of Reporting Person
Date
12/06/2007

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) 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"). The securities reported herein are beneficially owned directly by Goldman Sachs and may be deemed to be beneficially owned indirectly by GS Group. Goldman Sachs is a wholly-owned subsidiary of GS Group. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any, to Horsehead Holding Corp.

(2) The 4,360,683 shares of common stock, par value \$0.01 per share, reported herein reflect changes attributable to exempt transactions.

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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