

CITIGROUP INC  
Form 3  
May 02, 2008

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

OMB APPROVAL

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**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)

<p>1. Name and Address of Reporting Person *</p> <p><u>  </u> Mills William</p> <p>(Last) (First) (Middle)</p> <p>C/O CITIGROUP INC. CORPORATE LAW DEPT., 425 PARK AVENUE 2ND FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/22/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CITIGROUP INC [C]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO, Europe, Mid East, Africa</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	1,464,774.4	D	À
Common Stock	4,100	I	By Spouse
Common Stock	1,442.7	I	By 401(k) Plan

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	01/20/2006	01/20/2010	Common Stock	25,000	\$ 49.5	D	Â
Employee Stock Options (Right to Buy)	02/12/2005	02/12/2009	Common Stock	42,500	\$ 32.05	D	Â
Employee Stock Options (Right to Buy)	01/16/2003	01/16/2011	Common Stock	53,609.95	\$ 49.5477	D	Â
Employee Stock Options (Right to Buy)	10/01/2004	02/13/2012	Common Stock	9,259	\$ 51.7	D	Â
Employee Stock Options (Right to Buy)	10/01/2004	04/18/2010	Common Stock	36,631	\$ 51.7	D	Â
Employee Stock Options (Right to Buy)	08/10/2004	01/19/2009	Common Stock	5,007	\$ 49.15	D	Â
Employee Stock Options (Right to Buy)	05/04/2004	11/02/2008	Common Stock	20,885	\$ 48.04	D	Â
Employee Stock Options (Right to Buy)	01/17/2008	02/13/2012	Common Stock	9,356	\$ 52.46	D	Â
Employee Stock Options (Right to Buy)	06/28/2007	01/19/2009	Common Stock	4,919	\$ 56.41	D	Â
Employee Stock Options (Right to Buy)	06/28/2007	11/02/2008	Common Stock	18,397	\$ 56.41	D	Â
Employee Stock Options (Right to Buy)	06/19/2007	11/02/2008	Common Stock	18,443	\$ 55.44	D	Â
Employee Stock Options (Right to Buy)	06/19/2007	01/19/2009	Common Stock	4,920	\$ 55.44	D	Â
Employee Stock Options (Right to Buy)	06/15/2007	11/02/2008	Common Stock	19,411	\$ 53.11	D	Â
Employee Stock Options (Right to Buy)	04/05/2007	02/13/2012	Common Stock	29,007	\$ 51.03	D	Â
Employee Stock Options (Right to Buy)	04/05/2007	04/18/2010	Common Stock	25,574	\$ 51.03	D	Â
Employee Stock Options (Right to Buy)	07/31/2001	01/19/2009	Common Stock	5,249.49	\$ 52.4156	D	Â
Employee Stock Options (Right to Buy)	05/09/2001	11/02/2008	Common Stock	20,840.33	\$ 49.4894	D	Â

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Employee Stock Options (Right to Buy)	02/03/2001	01/19/2009	Common Stock	5,222.33	\$ 49.6206	D	Â
Employee Stock Options (Right to Buy)	06/30/2003	06/30/2008	Common Stock	139.3803	\$ 28.6513	D	Â
Employee Stock Options (Right to Buy)	06/30/2004	06/30/2009	Common Stock	124.3701	\$ 32.2219	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mills William C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE 2ND FLOOR NEW YORK, NY 10022	Â	Â	Â CEO, Europe, Mid East, Africa	Â

## Signatures

William J. Mills by Glenn S. Gray,  
Attorney-in-Fact

05/02/2008

\*\*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).

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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