

CITIGROUP INC  
Form 4  
November 13, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PANDIT VIKRAM S**

(Last) (First) (Middle)

**C/O CITIGROUP INC.  
CORPORATE LAW DEPT., 425  
PARK AVENUE, 2ND FLOOR**

(Street)

**NEW YORK, NY 10043**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CITIGROUP INC [C]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/13/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO, Citigroup Inc.**

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	11/13/2008		P	313,100 A	\$ 8.917 (1) 1,408,048.7	D	
Common Stock	11/13/2008		P	186,900 A	\$ 9.525 (2) 1,594,948.7	D	
Common Stock	11/13/2008		P	250,000 A	\$ 9.45 1,844,948.7	D	
8.125% Non-Cumulative Preferred Stock, Series AA	11/13/2008		P	50,000 A	\$ 13.63 (3) 50,000	D	
	11/13/2008		P	50,000 A	50,000	D	

8.50%  
 Non-Cumulative  
 Preferred Stock,  
 Series F

\$  
 15.147  
(4)

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PANDIT VIKRAM S C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043			CEO, Citigroup Inc.	

## Signatures

Vikram Pandit by Glenn S. Gray,  
 Attorney-in-Fact

11/13/2008

\_\_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) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$8.29 to \$9.28. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person

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will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

- (2) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$9.29 to \$9.90. Upon request by the SEC staff, the Issuer or a security holder of the Issuser, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

- (3) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$13.47 to \$13.90. Upon request by the SEC staff, the Issuer or a security holder of the Issuser, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

- (4) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$14.83 to \$15.63. Upon request by the SEC staff, the Issuer or a security holder of the Issuser, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

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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