Leach Brian Form 4 January 16, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Leach Brian

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First) (Middle) CITIGROUP INC [C]

(Check all applicable)

C/O CITIGROUP INC. CORPORATE LAW DEPT., 425

(Street)

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

Director X_ Officer (give title below)

10% Owner Other (specify

01/14/2009

Chief Risk Officer

6. Individual or Joint/Group Filing(Check

PARK AVE, 2ND FLOOR

(Zip)

4. If Amendment, Date Original

(Instr. 8)

Code V

A

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10022

1. Title of Security 2. Transaction Date 2A. Deemed (Instr. 3) (Month/Day/Year)

01/14/2009

(State)

Execution Date, if

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5)

Amount

(1)

6. 7. Nature Securities Ownership of Indirect Beneficially Form: Beneficial Owned Ownership Direct (D)

D

(A) or

Following or Indirect Reported (I) Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Price (D) 385,273,9

485,273.9 D

\$0

8.50%

Non-Cumulative

Common Stock

Preferred Stock, Series F

30,000

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

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SEC 1474 (9-02)

(Instr. 4)

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number.

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. Transactio Code (Instr. 8)	5. Number of or 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Options (Right to Buy)	\$ 10.61	01/14/2009		A	203,390	01/14/2010(2)	01/14/2019	Common Stock	203
Employee Stock Options (Right to Buy)	\$ 17.85	01/14/2009		A	203,390	01/14/2010(2)	01/14/2019	Common Stock	203

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Leach Brian

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

NEW YORK, NY 10022

Chief Risk Officer

Signatures

Brian Leach by: Joseph B. Wollard, Attorney-in-Fact 01/16/2009

**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).
- Award of deferred stock that is subject to (1) vesting based on certain time and performance targets and (2) partial cancellation in the (1) event performance targets are not met. None of the shares may be delivered to the Reporting Person until the fourth anniversary of the grant date.
- (2) The options vest in four annual installments beginning on the date indicated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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