CITIGROUP INC

Form 4 January 23, 2009

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

1. Name and Address of Reporting Person * PANDIT VIKRAM S

> (First) (Middle)

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

(Street)

NEW YORK, NY 10043

2. Issuer Name and Ticker or Trading Symbol

CITIGROUP INC [C]

3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 5. Amount of 7. Nature 1. Title of Security 4. Securities Acquired 6. (Instr. 3) (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership of Indirect Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership (Instr. 4) **Following** or Indirect Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Price Code V Amount (D) 17,946 \$ F D Common Stock 01/22/2009 1,707,502.7 D (1) 3.27

8.125%

Non-Cumulative Preferred Stock,

Series AA

8.5%

Non-Cumulative Preferred Stock,

Series F

50,000

D

D

50,000

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	:	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	piration Date A		ınt of	Derivative	
Security	or Exercise		any	Code	,	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	rities	(Instr. 5)
	Derivative					Securities			(Instr	. 3 and 4)	
	Security					Acquired					
	Ĭ				((A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						., ,					
										Amount	
								Expiration Date	Title	or	
										Number	
										of	
				Code	V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

PANDIT VIKRAM S C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043

Chief Executive Officer

Signatures

Vikram S Pandit by Joseph B. Wollard, Attorney-in-Fact

**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) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of previously awarded stock. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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