

Patriot Coal CORP
Form 4
January 10, 2011

FORM 4

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

OMB APPROVAL

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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 *
CITIGROUP INC

2. Issuer Name and Ticker or Trading Symbol
Patriot Coal CORP [PCX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
399 PARK AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2011

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

NEW YORK, NY 10043

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

(City) (State) (Zip)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value of \$0.01 per share	01/05/2011		P ⁽¹⁾		400	A	\$ 21.45	663,075	I	By Subsidiary <u>(2)</u>
Common Stock, par value of \$0.01 per share	01/06/2011		S ⁽³⁾		100,000	D	\$ 22.54	563,075	I	By Subsidiary <u>(2)</u>
Common Stock, par	01/06/2011		S ⁽³⁾		100,000	D	\$ 22.44	463,075	I	By Subsidiary

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value of \$0.01 per share								(2)
Common Stock, par value of \$0.01 per share	01/06/2011	S ⁽³⁾	100,000	D	\$ 22.41	363,075	I	By Subsidiary (2)
Common Stock, par value of \$0.01 per share	01/06/2011	S ⁽³⁾	52,225	D	\$ 22.38	310,850	I	By Subsidiary (2)
Common Stock, par value of \$0.01 per share	01/07/2011	S ⁽³⁾	100,000	D	\$ 22.75	210,850	I	By Subsidiary (2)
Common Stock, par value of \$0.01 per share	01/07/2011	S ⁽³⁾	100,000	D	\$ 22.48	110,850	I	By Subsidiary (2)

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.

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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 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITIGROUP INC 399 PARK AVENUE NEW YORK, NY 10043		X		

Signatures

Citigroup Inc., By: /s/ Ali L. Karshan, Name: Ali L. Karshan, Title: Assistant Secretary

01/10/2011

__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) These transactions were executed by Citigroup Global Markets Inc. ("CGMI").
These shares of Common Stock are held by CGMI, Citigroup Global Markets Limited ("CGML"), Citibank, N.A. ("CNA") and Citigroup Alternative Investments LLC ("CAI"), each of which is an indirect wholly-owned subsidiary of the reporting person. Citigroup Global Markets Europe Limited ("CGMEL") is the sole stockholder of CGML. Citigroup Global Markets International LLC ("CGMIL") is the sole stockholder of CGMEL. Citigroup Financial Products Inc. ("CFP") is the sole stockholder of each of CGMI and CGMIL. Citigroup Global Markets Holdings Inc. ("CGMH") is the sole stockholder of CFP. Citicorp ("CHI") is the sole stockholder of CNA. Citigroup Investments Inc. ("CII") is the sole stockholder of CAI. Citigroup Inc. is the sole stockholder of each of CGMH, CHI and CII.
- (3) These transactions were executed by CAI.

Remarks:

The reporting person may have been deemed to be a member of a group beneficially owning 10% or more of the common stock of the issuer.

The transactions executed as reported herein resulted in a short swing profit under Section 16(b) of the Exchange Act. As of the date of this filing, the reporting person has not reported the disposition of the securities.

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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