### Edgar Filing: WESTERN ASSET INTERMEDIATE MUNI FUND INC. - Form 4/A

WESTERN Form 4/A February 07	ASSET INTERN 7. 2011	/IEDIATE N	MUNI	FUND II	NC.						
FORM	<b>1</b> 4 UNITED	STATES S		RITIES A				OMMISSION	OMB A OMB Number:	PPROVAL 3235-0287	
Check this box if no longer subject to Section 16. SECURITIES Expires: Estimated burden ho							Estimated burden hou response	urs per			
1. Name and Address of Reporting Person <u>*</u> 2. CITIGROUP INC Syn WI IN			2. Issuer Name <b>and</b> Ticker or Trading Symbol WESTERN ASSET INTERMEDIATE MUNI FUND INC. [SBI]				I	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <u>Director</u> <u>LX_10% Owner</u> Officer (give title <u>LX_10% Owner</u> below)			
(Last) (First) (Middle) 399 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 01/20/2011				- t				
File			Filed(Mo	. If Amendment, Date Original iled(Month/Day/Year) 1/24/2011				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)	Tab	ole I - Non-	Derivativ	ve Seci	urities Acqui	ired, Disposed of,	or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transactio Code (Instr. 8) Code V	nor Dispo (Instr. 3,	sed of		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)	
Auction Rate Preferred	01/20/2011			P <u>(1)</u>	132	A	\$ 19,763.5	1,727 <u>(2)</u>	I	By Subsidiary	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationsh						
	Director	10% Owner	Officer	Other				
CITIGROUP INC 399 PARK AVENUE NEW YORK, NY 10043		Х						
Signatures								
Citigroup Inc., By: /s/ Ali L. K Secretary	02/07/2011							
<u>**</u> Signature of Reporting		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) The Reporting Person purchased these Auction Preferred Shares ("Shares") pursuant to a portfolio liquidation agreement in exchange for the share price noted in Box 4 of Table I and certain other rights and affirmative covenants.
- (2) The aggregate number of Shares beneficially owned following the reported transaction was reported incorrectly in Box 5 of the Original Form 4.
- The Shares reported in Table I represent Shares beneficially owned by Citigroup Global Markets Inc. ("CGMI"). Citigroup Financial
- (3) Products Inc. ("CFP") is the sole stockholder of CGMI. Citigroup Global Markets Holdings Inc. ("CGMH") is the sole stockholder of CFP. Citigroup Inc. is the sole stockholder of CGMH.

#### **Remarks:**

These Shares represent the Reporting Person's combined holdings in multiple series of auction preferred securities of the issue

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.