#### CITIGROUP INC

Form 4 January 16, 2009

## FORM 4

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

OMB Number: 3235-0287

Estimated average

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(City)

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person * HAVENS JOHN P			2. Issuer Name <b>and</b> Ticker or Trading Symbol CITIGROUP INC [C]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
C/O CITIGROUP INC.			01/14/2009	_X_ Officer (give title Other (speci		
CORPORATE LAW DEPT., 425				below) below)		
PARK AVE				CEO, Institutional Clients Grp		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10043			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transacti Code	4. Securities ord Disposed (Instr. 3, 4 and	of (D)	red (A)	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported Transaction(s)	(I) (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/14/2009		A	577,910.9 (1)	A	\$0	1,077,910.9	D	

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)

#### Edgar Filing: CITIGROUP INC - Form 4

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 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 Securi (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	305,085	01/14/2010(2)	01/14/2019	Common Stock	305
Employee Stock Options (Right to Buy)	\$ 17.85	01/14/2009		A	305,085	01/14/2010(2)	01/14/2019	Common Stock	305

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAVENS JOHN P C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVE, 2ND FLOOR NEW YORK, NY 10043

CEO, Institutional Clients Grp

### **Signatures**

John P. Havens 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 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. 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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