

Cowles James C  
Form 4  
February 21, 2013

**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 \*  
Cowles James C

2. Issuer Name and Ticker or Trading Symbol  
CITIGROUP INC [C]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

CITIGROUP INC. CORP LAW  
DEPT, 601 LEXINGTON  
AVENUE, 19TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2013

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
CEO, Europe, Middle East & Africa

(Street)

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

NEW YORK, NY 10022

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/19/2013		A		34,233.7 (1)	A	\$ 0 233,963.2 D
Common Stock	02/19/2013		A		52,254.7 (2)	A	\$ 0 286,217.9 D
Common Stock	02/19/2013		F		27,173.7 (3)	D	\$ 43.84 259,044.2 D
Common Stock							80 I By Children
Common Stock							1,000 I By Family Partnership



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- (4) The Stock Unit is a cash-settled award that vests immediately and will be distributed to the Reporting Person six months following the grant date (subject to tax withholding). Each Stock Unit is the economic equivalent of one share of the Issuer's common stock. The cash amount distributed to the Reporting Person will be determined by multiplying the total number of Stock Units by the average of the high and low prices of the Issuer's common stock on August 19, 2013.

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.