CITIGROUP INC

Form 4 January 24, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * BELDA ALAIN J P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

CITIGROUP INC [C]

3. Date of Earliest Transaction

(Month/Day/Year) 01/22/2008

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

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

(State)

(Street)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10043

1.Title of	2. Transaction Date		3.	4. Securiti		•	5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	ction(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	01/22/2008		A	2,848.5 (1)	A	\$0	9,294.7 (2)	D	

Common 27,475.2 (2) footnotes (3)(4)Stock (3) and (4).

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

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Employee Stock Options (Right to Buy)	\$ 24.45	01/22/2008		A	18,404.91	01/22/2010	01/22/2014	Common Stock	18,4

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BELDA ALAIN J P
C/O CITIGROUP INC. CORPORATE LAW DEPT.
425 PARK AVENUE, 2ND FLOOR
NEW YORK, NY 10043

Signatures

Alain J.P. Belda by Glenn S. Gray, Attorney-in-Fact 01/24/2008

**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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- (2) Reflects 1,680.7 shares of deferred common stock which vested on 1/22/2008 and were transferred to the Reporting Person's account in the Issuer's Compensation Plan for Non-Employee Directors in accordance with the terms of the Plan.
- (3) Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's Compensation Plan for Non-Employee Directors.
- (4) In addition, the Reporting Person directly beneficially owns 17,076.4576 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 4,948.8 shares of common stock.

Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 75 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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