

CITIGROUP INC

Form 4

July 28, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PANDIT VIKRAM S**

(Last) (First) (Middle)

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

(Street)

**NEW YORK, NY 10043**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

**CITIGROUP INC [C]**

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

**07/24/2009**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of Security<br>(Instr. 3)                        | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| 8.125%<br>Non-Cumulative<br>Preferred Stock,<br>Series AA | 07/24/2009                              |                                                             | D                                       | 50,000                                                                  | D (1) 0                                                                                                            | D                                                                       |                                                                   |
| Common Stock                                              | 07/24/2009                              |                                                             | A                                       | 365,384                                                                 | A (1) 2,072,886.7                                                                                                  | D                                                                       |                                                                   |
| 8.5%<br>Non-Cumulative<br>Preferred Stock,<br>Series F    | 07/24/2009                              |                                                             | D                                       | 50,000                                                                  | D (2) 0                                                                                                            | D                                                                       |                                                                   |
| Common Stock                                              | 07/24/2009                              |                                                             | A                                       | 365,384                                                                 | A (2) 2,438,270.7                                                                                                  | D                                                                       |                                                                   |

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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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships                    |
|---------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                               | Director 10% Owner Officer Other |
| PANDIT VIKRAM S<br>C/O CITIGROUP INC. CORPORATE LAW DEPT.<br>425 PARK AVENUE, 2ND FLOOR<br>NEW YORK, NY 10043 | X Chief Executive Officer        |

## Signatures

Vikram S. Pandit by Joseph B. Wollard,  
Attorney-in-Fact

07/28/2009

\_\_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).

Pursuant to the terms of the Issuer's exchange offer, the Reporting Person disposed of 50,000 shares of 8.125% Non-Cumulative Preferred  
(1) Stock, Series AA, in exchange for 365,384 shares of common stock. The transactions reported on this Form 4 were approved in advance by the Issuer's board of directors pursuant to Rule 16b-3(d) and Rule 16b-3(e).

Pursuant to the terms of the Issuer's exchange offer, the Reporting Person disposed of 50,000 shares of 8.5% Non-Cumulative Preferred  
(2) Stock, Series F, in exchange for 365,384 shares of common stock. The transactions reported on this Form 4 were approved in advance by the Issuer's board of directors pursuant to Rule 16b-3(d) and Rule 16b-3(e).

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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