

CITIGROUP INC
Form 4
February 04, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CARPENTER MICHAEL A

(Last) (First) (Middle)

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)
02/02/2005

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)
Chair CEO Global Investments

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 (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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 02/02/2005 | | M | | | 67,742 | A | \$ 49.3583 | 884,116.8 | D | |
| Common Stock | 02/02/2005 | | F | | | 67,575 | D | \$ 49.48 | 816,541.8 | D | |
| Common Stock | 02/02/2005 | | F | | | 75 | D | \$ 49.48 | 816,466.8 | D | |
| Common Stock | 02/02/2005 | | M | | | 9,881 | A | \$ 49.3583 | 826,347.8 | D | |
| Common Stock | 02/02/2005 | | F | | | 9,856 | D | \$ 49.48 | 816,491.8 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------|---|-----------------|
| Common Stock | 02/02/2005 | F | 12 | D | \$ 49.48 | 816,479.8 | D | |
| Common Stock | 02/02/2005 | M | 25,033 | A | \$ 49.3583 | 841,512.8 | D | |
| Common Stock | 02/02/2005 | F | 24,971 | D | \$ 49.48 | 816,541.8 | D | |
| Common Stock | 02/02/2005 | F | 22 | D | \$ 49.48 | 816,519.8 | D | |
| Common Stock | | | | | | 161 | I | By 401(k) Plan. |
| Common Stock | | | | | | 450,000 | I | By GRATs. |

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 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 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 Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 49.3583 | 02/02/2005 | | M | 25,033 | 01/21/2001 | 02/03/2005 | Common Stock | 25,033 |
| Employee Stock Options (Right to Buy) | \$ 49.3583 | 02/02/2005 | | M | 67,742 | 01/21/2001 | 02/03/2005 | Common Stock | 67,742 |
| Employee Stock Options (Right to Buy) | \$ 49.3583 | 02/02/2005 | | M | 9,881 | 01/21/2001 | 02/03/2005 | Common Stock | 9,881 |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARPENTER MICHAEL A CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043 | | | Chair CEO Global Investments | |

Signatures

Michael A. Carpenter by Glenn S. Gray,
Attorney-in-Fact

02/04/2005

__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).

Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 1,642,024 employee stock options representing rights to purchase an equivalent number of shares of common stock, which have various exercise prices, exercise dates and expiration dates.

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.