

KEANE, INC.  
Form 4  
March 02, 2007

**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 \*  
CITIGROUP INC

(Last) (First) (Middle)  
399 PARK AVENUE  
(Street)  
NEW YORK, NY 10043  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KEANE, INC. [KEA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4) |                   |   |                                    |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---|------------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |                   |   |                                    |
| Common Stock, par value \$0.10 per share | 02/08/2007                           |  | S                              |   | 100   | D  | \$ 14.07  | 13,000 <u>(1)</u> | I | See Footnote <u>(1)</u> <u>(2)</u> |
| Common Stock, par value \$0.10 per share | 02/09/2007 <sup>(3)</sup>            |  | P <sup>(3)</sup>               |   | 200   | A  | \$ 14.03  | 13,200 <u>(1)</u> | I | See Footnote <u>(1)</u> <u>(2)</u> |
| Common Stock, par                        | 02/12/2007                           |  | S                              |   | 13,200  | D  | \$ 14.0302  | 0                 | I | See Footnote                       |

value (2)  
 \$0.10 per  
 share

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CITIGROUP INC<br>399 PARK AVENUE<br>NEW YORK, NY 10043 |               | X         |         |       |

## Signatures

Citigroup Inc., By: /s/ Riqueza V. Feaster, Assistant Secretary 02/27/2007

\_\_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) The shares of Common Stock ("Common") reported in Table I represent Common directly beneficially owned by Tribeca Global Investments L.P. ("TGI"). TGI is jointly managed by Tribeca Global Management LLC ("TGM"), Tribeca Global Management (Europe) Ltd ("TGME") and Tribeca Global Management (Asia) Pte. Ltd. ("TGMA", and together with TGM and TGME, "Tribeca"). Citigroup Investments Inc. ("CII") is the sole member of TGM, which is the sole shareholder of TGME and TGMA. Citigroup Inc. is the sole shareholder of CII. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their

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pecuniary interests therein.

- (2) In addition to the securities reported herein, the Reporting Persons may be deemed to beneficially own additional securities of the Issuer pursuant to the Stockholder Voting Agreement (the "Voting Agreement") between certain affiliates of the Reporting Persons and certain stockholders of the Issuer. The Voting Agreement was entered into to facilitate the transactions described on the Schedule 13D filed on February 20, 2007 by the Reporting Persons.

- (3) The transaction executed on February 9, 2007 by TGI resulted in a short swing profit under Section 16(b) of the Securities Exchange Act of 1934. As of the date hereof, Tribeca has made the Issuer aware of such profit and has made arrangements with the Issuer to disgorge such profit promptly.

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.