

CITIGROUP INC  
Form 4  
July 19, 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 \*  
Klein Michael Stuart

(Last) (First) (Middle)

CITIGROUP INC. CORPORATE  
LAW DEPARTMENT, 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)  
07/17/2007

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)  
Co-CEO Citi Markets & Banking

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 Indirect Beneficial Ownership (Instr. 4) |           |   |          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |           |   |          |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |           |   |          |
| Common Stock                    | 07/17/2007                           |  | M                              |   | \$ 21,444   | A  | 42.1097   | 756,833.5 | D |          |
| Common Stock                    | 07/17/2007                           |  | F                              |   | \$ 17,302   | D  | \$ 52.19  | 739,531.5 | D |          |
| Common Stock                    | 07/17/2007                           |  | F                              |   | 1,980   | D  | \$ 52.19  | 737,551.5 | D |          |
| Common Stock                    |                                      |  |                                |   |   |  |   | 43,350    | I | By GRAT  |
| Common Stock                    |                                      |  |                                |   |   |  |   | 127       | I | By Trust |

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

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(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Employee Stock Options (Right to Buy)      | \$ 42.1097   | 07/17/2007                           |  | M                              | 21,444  | 07/13/2007 02/13/2012                                    | Common Stock  | 21,444  |
| Employee Stock Options (Right to Buy)      | \$ 52.46   | 07/17/2007                           |  | A                              | 19,282  | 01/17/2008 02/13/2012                                    | Common Stock  | 19,282  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Klein Michael Stuart<br>CITIGROUP INC. CORPORATE LAW DEPARTMENT<br>425 PARK AVENUE 2ND FLOOR<br>NEW YORK, NY 10043 |               |           | Co-CEO Citi Markets & Banking |       |

## Signatures

Michael S. Klein by Joseph B. Wollard, Attorney-in-Fact  
07/19/2007  
\*\*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).

**Remarks:**

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 46

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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