## Edgar Filing: VAN SAUN BRUCE - Form 4

VAN SAUF Form 4	N BRUCE										
March 04, 2											
FORM	<b>/ 4</b>	та статро	SECHE	ITIFS A	ND FY(	THA	NCF C	OMMISSION		PROVAL	
UNITED STATES SE				ECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549					OMB Number:	3235-0287	
Check this box if no longer									Expires:	January 31, 2005	
subject t Section Form 4	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per response					
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1 Section 17(a) of the Public Utility Holding Company Act of 1935 or 30(h) of the Investment Company Act of 1940							1935 or Section	1			
(Print or Type	Responses)										
(Last) (First) (Middle) C/O CITIZENS FINANCIAL GROUP, INC., 600 WASHINGTON			2. Issuer Name <b>and</b> Ticker or Trading Symbol CITIZENS FINANCIAL GROUP INC/RI [CFG]				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019					X Director 10% Owner X Officer (give title Other (specify below) Chairman and CEO			
BLVD.					ate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)				~ .		Person	-		
1.Title of Security (Instr. 3)	1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date,		ned n Date, if	Code (Instr. 3, 4 and 5)			quired of (D)	uired, Disposed of 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Common Stock	03/01/2019			Code V A	Amount 44,394 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 857,255	D		
Common Stock	03/01/2019			F	82,417	D	\$ 36.94	774,838	D		

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
VAN SAUN BRUCE C/O CITIZENS FINANCIAL GROUP, INC. 600 WASHINGTON BLVD. STAMFORD, CT 06901	Х		Chairman and CEO				
Signatures							
/s/ Lindsey Cameron, as Attorney-in-Fact	03/04/2019						
**Signature of Reporting Person	Date						
Evaluation of Decanonac	<b>.</b> .						

## **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) Reflects an award in respect of shares of common stock of the company, par value \$0.01, granted to the filer pursuant to the Citizens Financial Group, Inc. 2014 Omnibus Incentive Plan.

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.