**CITIGROUP INC** 

Form 4 April 05, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DEUTCH JOHN M** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

CITIGROUP INC [C]

(Check all applicable)

C/O CITIGROUP INC.

(State)

04/01/2005

CORPORATE LAW DEPT., 425 PARK AVENUE, 2ND FLOOR

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

04/01/2005

Filed(Month/Day/Year)

X\_ Director 10% Owner Officer (give title Other (specify

(Street)

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

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

NEW YORK, NY 10043

1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired			5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if				Securities	Ownership	Indirect			
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			5)	Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)	Instr. 8)			Owned	(D) or	Ownership		
							Following	Indirect (I)	(Instr. 4)		
					( 4 )		Reported	(Instr. 4)			
					(A)		Transaction(s)				
			C 1 W		or	ъ.	(Instr. 3 and 4)				
			Code V	Amount	(D)	Price					
Common				69.1		\$			See		
	04/01/2005		J		A		$7,609.7 \stackrel{(2)}{\underline{(3)}}$	I	footnotes		
Stock				(1)		48.14	·		(2) and (3).		
									(2) and (3).		

28.6

(1)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

58,274.6

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

## **Reporting Owners**

Reporting Owner Name / Address 10% Owner Officer Other Director

**DEUTCH JOHN M** C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043



Relationships

# **Signatures**

John M. Deutch by Glenn S. Gray, 04/05/2005 Attorney-in-Fact

> \*\*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) Reinvestment of cash, including dividends and interest, under the Compensation Plan for Non-Employee Directors.
- Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's **(2)** Compensation Plan for Non-Employee Directors.
- In addition, the Reporting Person directly beneficially owns 1,647.3093 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 475.8 shares of common stock.

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.

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