CITIGROUP INC

Form 4 August 12, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * CARPENTER MICHAEL A

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

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3235-0287

January 31,

2005

0.5

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Number:

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response...

CITIGROUP INC [C]

(Check all applicable)

CITIGROUP INC. CORPORATE

(Month/Day/Year) 08/09/2005

Director 10% Owner X_ Officer (give title Other (specify

LAW DEPT., 425 PARK AVENUE,

below) Chair CEO Global Investments

2ND FLOOR

(Street)

(First)

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10043

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	08/09/2005		G	V	500	D	\$0	793,646	D		
Common Stock	08/09/2005		G	V	500	A	\$0	500	I	By Child.	
Common Stock	08/10/2005		S		500	D	\$ 43.6	0	I	By Child.	
Common Stock								163.9	I	By 401(k) Plan.	
Common Stock								429,200	I	By GRATs.	

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	unt of	Derivative	
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) Deri	vative			Secur	rities	(Instr. 5)
	Derivative				Secu	ırities			(Instr	. 3 and 4)	
	Security				Acqı	uired					
	·				(A) (or					
					` ′	osed					
					of (I						
					(Inst	· /					
					4, an	- 1					
					,	/					
										Amount	
							Date	Expiration		or	
							Exercisable Date	•	Title	Number	
								Date		of	
				Code	V (A)	(D)				Shares	

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

08/12/2005

**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).

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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