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BELDA ALA	AIN J P										
Form 4											
January 19, 2	_										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							-	OMB APPROVAL			
	UNITE	STATE			D.C. 205				OMB Number:	3235-0287	
Check the	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:	January 31,			
if no long subject to							•	Estimated average			
Section 1							burden hours per				
Form 4 o Form 5	Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1						$e \Lambda ct of 103/$	response	0.5		
obligation	ns Section 17						•	f 1935 or Section	n		
may cont See Instru	inue.			•	Company						
1(b).	etton .				1 2						
(Print or Type F	Perponses)										
(Thit of Type I	(esponses)										
1. Name and Address of Reporting Person [*]			2. Issuer	2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
BELDA AL	Symbol	Symbol					Issuer				
	CITIGR	OUP INC	C [C]			(Check all applicable)					
(Last)	(First)	(Middle)		Earliest Tr	ansaction						
C/O CITIGI	POLIP INC		(Month/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify				
	TE LAW DEPT	425	01/17/2006				below) below)				
	NUE, 2ND FL										
(Street)			4. If Ame	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 YORI	K, NY 10043							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction Da	te 2A. Dee	med	3.		4. Securities Acquired		5. Amount of	6. Ownership		
Security	(Month/Day/Yea		on Date, if	Transaction(A) or D		• • •		Securities	Form: Direct		
(Instr. 3)		any (Month/	Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		,		, í				Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	01/17/2006				1,537.8			0 704 0	D		
Stock	01/17/2006			А	(1)	А	\$0	9,784.8	D		
C								19,100,2 (2)		See	
Common Stock								18,199.3 (2) (3) (3)	Ι	footnotes	
STOCK								<u></u>		(2) and (3).	

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. Transactio Code (Instr. 8)	Disposed of	erivative Expiration Dat		e	4 7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Employee Stock Option (Right to Buy)	\$ 48.92	01/17/2006		A	9,198.69		01/20/2008	01/17/2012	Common Stock	9,198

Reporting Owners

Reporting Owner Name / Address	Relationships						
I	Director	10% Owner	Officer	Other			
BELDA ALAIN J P C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	х						
Signatures							
Alain J.P. Belda by Glenn S. Gray, Attorney-in-Fact	01/19/2006						
**Signature of Reporting Person	Da	ate					

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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- (2) Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's Compensation Plan for Non-Employee Directors.
- (3) In addition, the Reporting Person directly beneficially owns 14,130.8 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 4,079.5 shares of common stock.

Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 49

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.