CITIGROUP INC

Form 4 July 06, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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)

(Print or Type Responses)

1. Name and Address of Reporting Person * HENNES DUNCAN P

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CITIGROUP INC [C]

(Middle)

(Zip)

(Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year) 07/01/2016

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

C/O CITIGROUP INC., CORPORATE LAW DEPT. 153 EAST 53RD STREET, 19TH **FLOOR**

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

NEW YORK, NY 10022

Form filed by More than One Reporting

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

| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | · · · · · · · · · · · · · · · · · · · | | | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
|------------------------|---------------------------------------|-------------------------------|------------------|---------------------------------------|-----------|--------------|---------------------------------|---------------------|-------------------------|
| (Instr. 3) | · · · · · · · · · · · · · · · · · · · | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, | 4 and | 5) | Beneficially Owned | Form: Direct (D) | Beneficial Ownership |
| | | • | · · | | | | Following Reported | or Indirect | (Instr. 4) |
| | | | | | (A) or | | Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| | | | Code V | Amount | (D) | Price | (msu. 3 and 4) | | |
| Common Stock | 07/01/2016 | | A | 7.8062 | A | \$ 45.017 | 7,446.4421 | D | |
| Common Stock | 07/01/2016 | | A | 3.3721 (1) | A | \$ 45.017 | 3,038.7086 (2) | I | See Footnote |

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 | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|-----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | ionNumber | Expiration D | ate | Amou | int of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | • | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | , |
| | | | | | 4, and 5) | | | | | | |
| | | | | | ., and 3) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Data | Evaluation | | or | | |
| | | | | | | Date Exercisable | Expiration Date | little Ni | Number | | |
| | | | | | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HENNES DUNCAN P C/O CITIGROUP INC., CORPORATE LAW DEPT 153 EAST 53RD STREET, 19TH FLOOR NEW YORK, NY 10022



Signatures

Duncan P. Hennes by Joseph B. Wollard, Attorney-in-Fact

07/06/2016

Relationships

**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.
- (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.

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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