#### **CITIGROUP INC**

Form 4 January 24, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

may continue. See Instruction

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* **DERR KENNETH T** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

CITIGROUP INC [C] 3. Date of Earliest Transaction

(Month/Day/Year)

01/22/2008

X\_ Director

(Check all applicable)

10% Owner

Other (specify

C/O CITIGROUP INC. CORPORATE LAW DEPT., 425

(Street)

(State)

PARK AVENUE, 2ND FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Officer (give title

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10043

(City)	(State) (	Zip) Tabl	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securition(A) or Disp		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership	
		, ,	,				Following Reported	(Instr. 4)	(Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/22/2008		A	5,696.9 (1)	A	\$ 0	34,325.4 (2)	D	
Common Stock							32,558.6 (2) (3) (4)	I	See footnotes

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.

(3) and (4).

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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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	tion Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	and 4)		Own
	Security										Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

DERR KENNETH T C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043



## **Signatures**

Kenneth T. Derr by Glenn S. Gray, 01/24/2008 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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- Reflects 3,361.4 shares of deferred common stock which vested on 1/22/2008 and were transferred to the Reporting Person's account in **(2)** the Issuer's Compensation Plan for Non-Employee Directors in accordance with the terms of the Plan.
- Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's (3)Compensation Plan for Non-Employee Directors.
- In addition, the Reporting Person directly beneficially owns 47,467.3082 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 13,756.1 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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