

CITIGROUP INC
 Form 3
 June 06, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kessinger Kevin
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/27/2008

3. Issuer Name and Ticker or Trading Symbol
 CITIGROUP INC [C]

4. Relationship of Reporting Person(s) to Issuer

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

C/O CITIGROUP INC.
 CORPORATE LAW
 DEPT., 425 PARK AVENUE,
 FLOOR 2
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Chief Operations/Tech Officer

NEW YORK, NY 10022
 (City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	353,586.8	D	
Common Stock	7,694.3	I	By 401(k) Plan
Common Stock	485	I	By Spouse

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	01/20/2006	01/20/2010	Common Stock	36,666.67	\$ 49.5	D	Â
Employee Stock Options (Right to Buy)	01/16/2006	01/16/2011	Common Stock	26,804.98	\$ 49.5477	D	Â
Employee Stock Options (Right to Buy)	08/07/2005	04/18/2010	Common Stock	41,339	\$ 49.78	D	Â
Employee Stock Options (Right to Buy)	08/25/2004	11/02/2008	Common Stock	29,152	\$ 49.44	D	Â
Employee Stock Options (Right to Buy)	08/24/2004	11/02/2008	Common Stock	4,998	\$ 49.32	D	Â
Employee Stock Options (Right to Buy)	01/13/2008	02/13/2012	Common Stock	7,599	\$ 52.52	D	Â
Employee Stock Options (Right to Buy)	06/15/2007	11/02/2008	Common Stock	5,678	\$ 53.11	D	Â
Employee Stock Options (Right to Buy)	06/12/2007	11/02/2008	Common Stock	400	\$ 52.88	D	Â
Employee Stock Options (Right to Buy)	04/05/2007	02/13/2012	Common Stock	30,940	\$ 51.03	D	Â
Employee Stock Options (Right to Buy)	11/01/2006	04/18/2010	Common Stock	10,342	\$ 49.95	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kessinger Kevin C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, FLOOR 2 NEW YORK, NY 10022	Â	Â	Â Chief Operations/Tech Officer	Â

Signatures

Kevin Kessinger by Glenn S. Gray,
Attorney-in-Fact

06/06/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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.

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