Callahan Don Form 4 April 23, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Callahan Don			2. Issuer Name and Ticker or Trading Symbol CITIGROUP INC [C]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) Director 10% Owner			
C/O CITIGROUP INC. CORPORATE LAW DEPT., 425 PARK AVENUE 2ND FLOOR			04/21/2010	Officer (give title Other (specify below)			
	(Street)		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

(State)

(Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Dat

(City)

1.Title of

Security

	Person										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of						
te, if	Transactio	omr Disposed of (D)	Securities	Ownership	Indirect						
	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial						
Year)	(Instr. 8)		Owned	Direct (D)	Ownership						
			Following	or Indirect	(Instr. 4)						

Form filed by More than One Reporting

(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5) (A)			Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	04/21/2010		Code V	Amount 522,312.3	or (D)	Price \$ 0	(Instr. 3 and 4) 2,195,577.4	` ,	
Common Stock	04/21/2010		F	240,831 (2)	D	\$ 4.93	1,954,746.4	D	

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.

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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. T	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt 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)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					.,						
									Amount		
						Date	Evaluation		or		
							Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Owner Offic	cer Other	
		ı
Adm	ninistrative	
	Adm	Chief Administrative Officer

Relationshins

Signatures

NEW YORK, NY 10022

Don Callahan by Joseph B. Wollard, 04/23/2010 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) Award of common stock which may be subject to certain vesting and/or transfer restrictions.
- Withholding of shares of common stock to satisfy tax withholding obligations in connection with the award of stock reported on this **(2)**

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.

Reporting Owners 2