Edgar Filing: KELLY EDWARD J III - Form 4

KELLY ED	WARD J III											
Form 4												
October 01,	2010											
FORM	ΠΔ								OMB A	PPROVAL		
CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287			
Check the				U					Expires:	January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						ERSHIP OF	Estimated average					
	Section 16. SECURITIES						burden hours per					
	Form 4 or							response	0.5			
Form 5	Filed pu	rsuant to S	Section 1	6(a) of the	ne Securities	Excl	nange	Act of 1934,				
obligation obliga		(a) of the l	Public U	tility Hol	ding Compa	iny A	ct of 1	1935 or Section	l			
See Inst		30(h)	of the Ir	vestment	t Company A	Act of	f 1940					
1(b).												
(Print or Type	Paspansas)											
(Finit of Type	Responses)											
1. Name and	Address of Reporting	Person *	2 Icene	r Name an	d Ticker or Tra	ding	4	5. Relationship of 1	Reporting Pers	son(s) to		
KELLY EI	Symbol			unig		Issuer	······································	(.)				
			-	CITIGROUP INC [C]								
(Lest)	(Firest)						(Check all applicable)					
			3. Date of Earliest Transaction					Director 10% Owner				
C/O CITIG	ROUP INC.			/onth/Day/Year) 9/30/2010				Director 10% Owner X Officer (give title Other (specify				
CORPORATE LAW DEPT., 425				// 50/2010				below) below)				
	ENUE 2ND FLC							V1C	e Chairman			
	(Street)		4. If Amendment, Date Original				,	6. Individual or Joint/Group Filing(Check				
· · · ·				Filed(Month/Day/Year)				Applicable Line)				
						X Form filed by O	One Reporting Person					
NEW YOR	RK, NY 10022						-	Form filed by Me Person	ore than One Re	porting		
(City)	(State)	(Zip)										
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	urities	s Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Dat			3.			red (A)	5. Amount of	6.	7. Nature of		
Security (Instr. 3)	(Month/Day/Year)		· · · · · · · · · · · · · · · · · · ·				Securities Beneficially	1	Indirect Beneficial			
(Insu, 5)		any (Month/D	(Month/Day/Year)		Code (Instr. 3, 4 and 5) (ear) (Instr. 8)					Ownership		
				(Owned Following	or Indirect	(Instr. 4)		
						(A)		Reported	(I) (I			
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
G				Code V	Amount	(D)	Price	(mour o una r)				
Common	09/30/2010			А	1,153,846	А	\$0	3,210,658.2	D			
Stock					<u>(1)</u>							
Common	09/30/2010			F	587,885	D	\$	2,622,773.2	D			
Stock	0710012010			-	(2)	2	3.9	_,0, , , , 0.2	2			

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

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.

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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)	5. 6. Date Exe etionNumber Expiration I of (Month/Day 3) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
here and a street read of the street of	Director	10% Owner	Officer	Other		
KELLY EDWARD J III C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE 2ND FLOOR NEW YORK, NY 10022			Vice Chairman			
Signatures						
Edward Kelly, III by Joseph B. Wollard, Attorney-in-Fact		10/01/2010				

**Signature of Reporting Person

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 shares pursuant to the 2010 Citi Stock Payment Program.
- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the award of stock reported on this Form 4.

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.

Date