THOMPSON WILLIAM S

Form 4

October 04, 2011

FORM 4

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

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * THOMPSON WILLIAM S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

CITIGROUP INC [C]

10/01/2011

_X__ Director 10% Owner Officer (give title _ Other (specify

CITIGROUP INC., CORPORATE LAW DEPT., 425 PARK AVENUE, 2ND FLOOR

(First)

(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 Form filed by More than One Reporting

Person

NEW YORK, NY 10043

(City)	(State)	(Zip) Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect			
(Instr. 3)	•	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and (A) or	5)	Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)				
Common Stock	10/01/2011		A	670 (1)	A	\$ 27.979	20,094	I	By Trust		
Common Stock	10/01/2011		A	2.5 (2)	A	\$ 27.979	7,258.6 (3)	D			

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 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. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Tangible Dividend Enhanced Common Stock (T-DECS)	<u>(4)</u>					(5)	12/15/2012	Common Stock	<u>(6)</u>	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

THOMPSON WILLIAM S

CITIGROUP INC., CORPORATE LAW DEPT.
425 PARK AVENUE, 2ND FLOOR

NEW YORK, NY 10043

Signatures

William S. Thompson by Joseph B. Wollard, Attorney-in-Fact

10/04/2011

**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) Shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- (2) Reinvestment of cash, including dividends and interest, under the Compensation Plan for Non-Employee Directors.
- (3) Reflects shares distributed to the Reporting Person in accordance with an election made under the Issuer's Compensation Plan for Non-Employee Directors.
- (4) Each T-DECS unit is convertible into the Issuer's common stock at a minimum price of \$31.50 per share and a maximum price of \$39.37 per share.

Reporting Owners 2

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- (5) Each T-DECS unit may be converted into shares of the Issuer's common stock at any time prior to December 15, 2012.
- (6) Based on the Reporting Person's ownership of 4,900 T-DECS units, the Reporting Person has the right to acquire a minimum of 12,436 shares, and a maximum of 15,555 shares, of the Issuer's 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.