

Invesco Senior Income Trust  
 Form 4/A  
 April 03, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**CITIGROUP INC**

2. Issuer Name and Ticker or Trading Symbol  
**Invesco Senior Income Trust [VVR]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**399 PARK AVENUE**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**10/26/2012**

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/19/2012**

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)     | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                     |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Variable Rate Term Preferred Shares | 10/26/2012                           |  | P                              | 1,250 A \$ 100,000  | 1,250   | I  | By Subsidiary (1)                                     |
| Auction Rate Preferred              | 11/16/2012                           |  | J(2)                           | 551 D \$ 25,000 0   | 0   | I  | By Subsidiary (3)                                     |

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

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number.

**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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

**Reporting Owners**

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CITIGROUP INC<br>399 PARK AVENUE<br>NEW YORK, NY 10022 |               | X         |         |       |

**Signatures**

Citigroup Inc., By: /s/ Ali L. Karshan, Assistant Secretary 04/03/2013

\*\*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) These shares are beneficially owned by CHARTA, LLC (CHARTA), a partially supported multi-seller asset-backed commercial paper conduit sponsored by Citibank, N.A. (Citibank). Citicorp is the sole stockholder of Citibank. Citigroup Inc. is the sole stockholder of Citicorp.
- (2) These Auction Rate Preferred Shares ("ARS Shares") were called for redemption by the issuer.
- (3) The ARS Shares reported in Table I represent ARS Shares beneficially owned by Citigroup Global Markets Inc. ("CGMI"). Citigroup Financial Products Inc. ("CFP") is the sole stockholder of CGMI.

**Remarks:**

These ARS shares represent the Reporting Person's combined holdings in multiple series of auction rate preferred securities of

This Form 4 amends and restates in its entirety the Form 4 filed on 11/16/2012 to disclose the acquisition of Variable Rate Ter

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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