

CITIGROUP INC

Form 4

January 05, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HANNON WILLIAM P

(Last) (First) (Middle)

**C/O CITIGROUP INC.
CORPORATE LAW DEPT., 425
PARK AVENUE, 2ND FLOOR**

(Street)

NEW YORK, NY 10043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CITIGROUP INC [C]

3. Date of Earliest Transaction
(Month/Day/Year)

01/03/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price		
Common Stock	01/03/2005		M		8,332	A	\$ 32.05	101,986.8	D
Common Stock	01/03/2005		F		5,542	D	\$ 48.18	96,444.8	D
Common Stock	01/03/2005		F		968	D	\$ 48.18	95,476.8	D
Common Stock	01/03/2005		M		12,554	A	\$ 45.24	108,030.8	D
Common Stock	01/03/2005		F		11,787	D	\$ 48.18	96,243.8	D

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Common Stock	01/03/2005	F	267	D	\$ 48.18	95,976.8	D	
Common Stock	01/03/2005	M	12,608	A	\$ 47.4	108,584.8	D	
Common Stock	01/03/2005	F	12,403	D	\$ 48.18	96,181.8	D	
Common Stock	01/03/2005	F	72	D	\$ 48.18	96,109.8	D	
Common Stock	01/03/2005	M	6,862	A	\$ 41.4452	102,971.8	D	
Common Stock	01/03/2005	F	5,902	D	\$ 48.18	97,069.8	D	
Common Stock	01/03/2005	F	393	D	\$ 48.18	96,676.8	D	
Common Stock	01/03/2005	M	10,404	A	\$ 46.3417	107,080.8	D	
Common Stock	01/03/2005	F	10,007	D	\$ 48.18	97,073.8	D	
Common Stock	01/03/2005	F	163	D	\$ 48.18	96,910.8	D	
Common Stock	01/03/2005	M	5,361	A	\$ 42.1097	102,271.8	D	
Common Stock	01/03/2005	F	4,685	D	\$ 48.18	97,586.8	D	
Common Stock	01/03/2005	F	267	D	\$ 48.18	97,319.8	D	
Common Stock						706 ⁽¹⁾	I	By Child.
Common Stock						3,345.9	I	By 401(k) Plan.
Common Stock						18,000	I	By Spouse.

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

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(9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 32.05	01/03/2005		M		8,332		07/12/2004	02/12/2009	Common Stock	8,332
Employee Stock Options (Right to Buy)	\$ 41.4452	01/03/2005		M		6,862		07/18/2004	04/18/2010	Common Stock	6,862
Employee Stock Options (Right to Buy)	\$ 42.1097	01/03/2005		M		5,361		07/13/2004	02/13/2012	Common Stock	5,361
Employee Stock Options (Right to Buy)	\$ 45.24	01/03/2005		M		12,554		12/17/2003	11/02/2008	Common Stock	12,554
Employee Stock Options (Right to Buy)	\$ 46.3417	01/03/2005		M		10,404		12/05/2000	02/24/2006	Common Stock	10,404
Employee Stock Options (Right to Buy)	\$ 47.4	01/03/2005		M		12,608		05/03/2004	11/02/2008	Common Stock	12,608

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HANNON WILLIAM P
C/O CITIGROUP INC. CORPORATE LAW DEPT.
425 PARK AVENUE, 2ND FLOOR
NEW YORK, NY 10043

Controller

Signatures

William P. Hannon by Glenn S. Gray,
Attorney-in-Fact

01/05/2005

__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) The Reporting Person disclaims beneficial ownership of these securities.

Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 17 employee stock options representing rights to purchase an equivalent number of shares of common stock, which have various prices, exercise dates and expiration dates.

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.