

CITIGROUP INC

Form 4

February 04, 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 *
CARPENTER MICHAEL A

(Last) (First) (Middle)

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)
02/02/2005

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)
Chair CEO Global Investments

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	02/02/2005		M		67,742	A	\$ 49.3583	884,116.8 D
Common Stock	02/02/2005		F		67,575	D	\$ 49.48	816,541.8 D
Common Stock	02/02/2005		F		75	D	\$ 49.48	816,466.8 D
Common Stock	02/02/2005		M		9,881	A	\$ 49.3583	826,347.8 D
Common Stock	02/02/2005		F		9,856	D	\$ 49.48	816,491.8 D

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Common Stock	02/02/2005	F	12	D	\$ 49.48	816,479.8	D	
Common Stock	02/02/2005	M	25,033	A	\$ 49.3583	841,512.8	D	
Common Stock	02/02/2005	F	24,971	D	\$ 49.48	816,541.8	D	
Common Stock	02/02/2005	F	22	D	\$ 49.48	816,519.8	D	
Common Stock						161	I	By 401(k) Plan.
Common Stock						450,000	I	By GRATs.

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)

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)	\$ 49.3583	02/02/2005		M		25,033		01/21/2001	02/03/2005	Common Stock	25,033
Employee Stock Options (Right to Buy)	\$ 49.3583	02/02/2005		M		67,742		01/21/2001	02/03/2005	Common Stock	67,742
Employee Stock Options (Right to Buy)	\$ 49.3583	02/02/2005		M		9,881		01/21/2001	02/03/2005	Common Stock	9,881

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARPENTER MICHAEL A CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043			Chair CEO Global Investments	

Signatures

Michael A. Carpenter by Glenn S. Gray,
Attorney-in-Fact

02/04/2005

____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).

Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 1,642,024 employee stock options representing rights to purchase an equivalent number of shares of common stock, which have various exercise 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.

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