Freiberg Steven J Form 4 January 16, 2009

subject to

Form 4 or

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

Check this box if no longer **SECURITIES** Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Freiberg Steven J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CITIGROUP INC [C]

(Check all applicable)

CITIGROUP INC. CORPORATE

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 01/14/2009

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

CEO, Global Cards

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

LAW DEPT., 425 PARK AVENUE 2ND FLOOR

(Street)

(State)

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)	Table Table	e I - Non-D	erivative Se	curitie	es Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/14/2009		Code V	Amount 208,690 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 705,349.4	D	
Common Stock							6,283	I	By 401(k) Plan

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Options (Right to Buy)	\$ 10.61	01/14/2009		A	110,170	01/14/2010(2)	01/14/2019	Common Stock	110
Employee Stock Options (Right to Buy)	\$ 17.85	01/14/2009		A	110,170	01/14/2010(2)	01/14/2019	Common Stock	110

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Freiberg Steven J

CITIGROUP INC. CORPORATE LAW DEPT.

425 PARK AVENUE 2ND FLOOR

NEW YORK, NY 10043

### **Signatures**

Steven J. Freiberg By: Joseph B. Wollard,
01/16/2009

Attorney-in-Fact

Date

CEO, Global Cards

# \*\*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).
- Award of deferred stock that is subject to (1) vesting based on certain time and performance targets and (2) partial cancellation in the event performance targets are not met. None of the shares may be delivered to the Reporting Person until the fourth anniversary of the grant date.
- (2) The options vest in four annual installments beginning on the date indicated.

#### **Remarks:**

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 43

Reporting Owners 2

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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.