THOMPSON WILLIAM S

Form 4

October 03, 2012

FORM 4

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

OMB Number:

3235-0287 January 31,

Check this box if no longer

subject to Section 16. Form 4 or

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

Expires: 2005 Estimated average

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Form 5 obligations may continue. See Instruction

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

1(b).

(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

(Last)

(First)

(Middle)

CITIGROUP INC [C] 3. Date of Earliest Transaction

(Check all applicable)

CITIGROUP INC., CORPORATE

LAW DEPT., 425 PARK AVENUE,

(Street)

(Month/Day/Year) 10/01/2012

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

2ND FLOOR

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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ov								
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A) or		Reported Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(msu. 5 and 4)			
Common Stock	10/01/2012		A	579 (1)	A	\$ 32.35	26,859	Ι	By Trust	
Common Stock	10/01/2012		A	2.4 (2)	A	\$ 32.35	7,910.9	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. Transactic Code (Instr. 8)	5. orNumber of Derivative 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)	(3)					<u>(4)</u>	12/15/2012	Common Stock	<u>(5)</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

10/03/2012

**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) Each T-DECS unit is convertible into the Issuer's common stock at a minimum price of \$31.47 per share and a maximum price of \$39.34 per share.
- (4) Each T-DECS unit may be converted into shares of the Issuer's common stock at any time prior to December 15, 2012.

(5)

Reporting Owners 2

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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.