#### CITIGROUP INC

Form 4 February 20, 2014

## FORM 4

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Other (specify

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

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

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).

(Print or Type Responses)

C/O CITIGROUP INC.

1. Name and Address of Reporting Person \* RYAN ROBERT L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

**FLOOR** 

(First)

(Street)

(Middle)

CITIGROUP INC [C] 3. Date of Earliest Transaction

(Month/Day/Year)

02/18/2014

X\_ Director 10% Owner

(Check all applicable)

CORPORATE LAW DEPT., 601 LEXINGTON AVENUE, 19TH

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

6. Individual or Joint/Group Filing(Check

Officer (give title

Applicable Line)

NEW YORK, NY 10022

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

(3)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4) (D) Price

Code V Amount 7,945.8 (2)

Common 02/18/2014 Stock

3,020.2 \$0 Α (1)

15,946.7 (2)

D

See Footnote

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title	e of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and 8	3. Price of	9. Nu
Deriva	tive Conversio	on (Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	of I	Derivative	Deriv
Securit	ty or Exercis	e	any	Code	of	(Month/Day/	Year)	Underlyi	ing S	Security	Secui
(Instr.	3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired		Securities (Instr. 3 and 4)		(Instr. 5)	Bene	
	Derivative	e								Own	
	Security									Follo	
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Λ.	mount		
				Date		Date	eate Expiration		or e Number		
						Exercisable	Date	of			
				Code V	(A) (D)				nares		
				Code v	(A) $(D)$			31.	iaics		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RYAN ROBERT L C/O CITIGROUP INC. CORPORATE LAW DEPT. 601 LEXINGTON AVENUE, 19TH FLOOR NEW YORK, NY 10022



## **Signatures**

Robert L. Ryan by Joseph B. Wollard, Attorney-in-Fact

02/20/2014

\*\*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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- (2) Reflects 4,912.2 shares of deferred common stock which vested on 1/20/2014 and were transferred to the Reporting Person's deferred compensation account in accordance with the terms of the Issuer's Compensation Plan for Non-Employee Directors.
- (3) Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's Compensation Plan for Non-Employee Directors.

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.

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