Edgar Filing: CITIGROUP INC - Form 4

Form 4												
January 22,									OMB AP	PROVAL		
FUNI	VI 4 UNITED	IITED STATES SECURITIES AND EXCHANGE COMM Washington, D.C. 20549						OMMISSION	OMB Number:	3235-0287		
Check t if no lo subject Section Form 4	to SIAIE . 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires: Estimated av burden hours response			
Form 5 obligati may co <i>See</i> Inst 1(b).	ons Section 17	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										
(Print or Type	e Responses)											
MCQUADE EUGENE M Symbol				Icen				ssuer				
(Last)	(First)				Transaction			(Check	all applicable)			
LAW DEF	UP INC., CORPO PT., 601 LEXING , 19TH FLOOR	ORATE 0	Month/D)1/20/2(•			-	_X_ Director Officer (give t below)		Owner · (specify		
	Filed(Month/Day/Year) Applicable					Applicable Line)	dual or Joint/Group Filing(Check e Line) 1 filed by One Reporting Person					
NEW YOI	RK, NY 10022						-	Form filed by Me Person				
(City)	(State)	(Zip)	Table	e I - Non	-Derivative	Securit	ies Acqui	ired, Disposed of,	or Beneficially	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/Y	C Year) (I	Fransactic Code	4. Securitie Disposed o (Instr. 3, 4)	f (D)		Securities Beneficially Owned Following Reported Transaction(s (Instr. 3 and	Ownership Form: Direct (D) or Indirect (I) s) (Instr. 4)	Beneficial		
Common Stock	01/20/2016		,	F	18,726.7 (<u>1)</u>		\$ 40.233	126 885 59) D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactic 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 an Underlyin (Instr. 3 an
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Performance Share Unit	<u>(2)</u>	01/20/2016		А	32,456.98	02/19/2016(2) 02/19/2016(2)	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
I generation of the second	Director	10% Owner	r Officer	Other	
MCQUADE EUGENE M CITIGROUP INC., CORPORATE LAW DEPT. 601 LEXINGTON AVENUE, 19TH FLOOR NEW YORK, NY 10022	Х				
Signatures					
Eugene McQuade by Joseph B. Wollard, Attorney-in-Fact		01/22/2	016		
<u>**Signature of Reporting Person</u>		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) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of previously awarded stock, granted to the Reporting Person while he was an employee of the Issuer.

On February 19, 2013 the Reporting Person, while he was employed by the Issuer, received from the Issuer a target award of 47,801.15 Performance Share Units ("PSUs"), subject to increase up to 150%, or 71,701.73 PSUs, and decrease to zero PSUs, based on (i) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") and (2) the Issuer's average return on assets over the three-year period ending on December 31, 2015 (the "Performance Period") are

(2) total shareholder return relative to the total shareholder return of certain of its peer financial services companies during the Performance Period. Based on the adjustments described above, the Reporting Person is entitled to receive 32,456.98 PSUs. Each PSU is payable only in cash expected to be delivered on February 19, 2016, and is equivalent to the cash value of the average high and low price of one share of the Issuer's common stock on January 20, 2016, plus dividends declared on equivalent shares of the Issuer's common stock from December 31, 2012 through February 19, 2016.

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.