CITIGROUP INC

Form 4

November 14, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Forese James A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

President

Issuer

below)

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

CITIGROUP INC [C]

(Month/Day/Year)

Filed(Month/Day/Year)

11/11/2016

Director

X_ Officer (give title

10% Owner

Other (specify

7. Nature of Indirect Beneficial Ownership (Instr. 4)

C/O CITIGROUP INC. CORPORATE LAW DEPT., 153 EAST 53RD STREET, 19TH

FLOOR

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

(State)

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Securities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature
Security	(Month/Day/Year)	Execution Date, if	Transactio	or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficia
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownershi
					Following	or Indirect	(Instr. 4)
				(4)	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	

(Instr. 3 and 4) Code V Amount (D) Price

Common 100,000 11/11/2016 \$ 49.1 626,794.52 M D Stock (1)

Common 95,881.52 11/11/2016 F 530,913 D Stock (2) 53.61

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)	onDerivative Expiration		6. Date Exerci: Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
г. 1	·			Code V	5) (A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Options (Right to	\$ 49.1	11/11/2016		M		100,000 (1)	02/14/2012	02/14/2017	Common Stock	100,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Forese James A. C/O CITIGROUP INC. CORPORATE LAW DEPT. 153 EAST 53RD STREET, 19TH FLOOR NEW YORK, NY 10022

President

Signatures

Buy)

James Forese by Joseph B. Wollard, Attorney-in-Fact

11/14/2016

**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).
- On February 14, 2011, the Issuer awarded 175,000 employee stock options to the Reporting Person in accordance with Rule 16b-3. The transactions reported on this Form 4 represent a partial exercise and conversion of 100,000 employee stock options exempted pursuant to Rule 16b-3.
- (2) Payment of exercise price and tax liability by withholding securities incident to the exercise of employee stock options issued in accordance with Rule 16b-3.

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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