

CITIGROUP INC
Form 4
January 03, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRUSKIN ROBERT

(Last) (First) (Middle)

**C/O CITIGROUP INC.
CORPORATE LAW DEPT., 425
PARK AVENUE, 2ND FLOOR**

(Street)

NEW YORK, NY 10043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CITIGROUP INC [C]

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	12/28/2006		M		41,810	A	\$ 46.3417	1,105,111.7	D	
Common Stock	12/28/2006		F		34,347	D	\$ 56.41	1,070,764.7	D	
Common Stock	12/28/2006		F		3,460	D	\$ 56.41	1,067,304.7	D	
Common Stock	12/28/2006		M		12,992	A	\$ 46.4839	1,080,296.7	D	
Common Stock	12/28/2006		F		10,706	D	\$ 56.41	1,069,590.7	D	

Edgar Filing: CITIGROUP INC - Form 4

Common Stock	12/28/2006	F	1,060	D	\$ 56.41	1,068,530.7	D	
Common Stock	12/28/2006	M	41,846	A	\$ 45.24	1,110,376.7	D	
Common Stock	12/28/2006	F	33,559	D	\$ 56.41	1,076,817.7	D	
Common Stock	12/28/2006	F	3,842	D	\$ 56.41	1,072,975.7	D	
Common Stock	12/28/2006	M	12,801	A	\$ 46.53	1,085,776.7	D	
Common Stock	12/28/2006	F	10,558	D	\$ 56.41	1,075,218.7	D	
Common Stock	12/28/2006	F	1,041	D	\$ 56.41	1,074,177.7	D	
Common Stock						6,711.6	I	By 401(k) Plan
Common Stock						49,107	I	By GRAT

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.

SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 45.24	12/28/2006		M		41,846	12/17/2003 11/02/2008	Common Stock	41,846
Employee Stock Options	\$ 46.3417	12/28/2006		M		41,810	12/05/2000 11/02/2008	Common Stock	41,810

(Right to Buy)

Employee Stock

Options	\$ 46.4839	12/28/2006	M	12,992	09/25/2002	03/25/2008	Common Stock	12
---------	------------	------------	---	--------	------------	------------	--------------	----

Employee Stock

Options	\$ 46.53	12/28/2006	M	12,801	03/25/2004	03/25/2008	Common Stock	12
---------	----------	------------	---	--------	------------	------------	--------------	----

Employee Stock

Options	\$ 55.88	12/28/2006	A	11,599	06/28/2007	03/25/2008	Common Stock	11
---------	----------	------------	---	--------	------------	------------	--------------	----

Employee Stock

Options	\$ 55.88	12/28/2006	A	11,766	06/28/2007	03/25/2008	Common Stock	11
---------	----------	------------	---	--------	------------	------------	--------------	----

Employee Stock

Options	\$ 55.88	12/28/2006	A	37,807	06/28/2007	11/02/2008	Common Stock	37
---------	----------	------------	---	--------	------------	------------	--------------	----

Employee Stock

Options	\$ 55.88	12/28/2006	A	37,401	06/28/2007	11/02/2008	Common Stock	37
---------	----------	------------	---	--------	------------	------------	--------------	----

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DRUSKIN ROBERT
 C/O CITIGROUP INC. CORPORATE LAW DEPT.
 425 PARK AVENUE, 2ND FLOOR
 NEW YORK, NY 10043

Chief Operating Officer

Signatures

Robert Druskin by Glenn S. Gray,
 Attorney-in-Fact

01/02/2007

__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).

Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 69

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.