

CITIGROUP INC  
Form 4  
July 17, 2007

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PRINCE CHARLES**

(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)  
**07/13/2007**

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)  
Chairman and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/13/2007                              |                                                             | M                                    | 42,888 A                                                                | \$ 42.1097 1,651,074.4                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 07/13/2007                              |                                                             | F                                    | 34,179 D                                                                | \$ 52.84 1,616,895.4                                                                                               | D                                                                       |                                                                   |
| Common<br>Stock                       | 07/13/2007                              |                                                             | F                                    | 4,163 D                                                                 | \$ 52.84 1,612,732.4                                                                                               | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 4,393                                                                                                              | I                                                                       | 401 (k)<br>Plan                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 2,962                                                                                                              | I                                                                       | By Child                                                          |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | 8. Amount or<br>Value of<br>Underlying<br>Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 42.1097                                                         | 07/13/2007                              |                                                             | M                                    | 42,888                                                                                                 | 07/13/2007 02/13/2012                                          | Common<br>Stock                                                | 42,888                                                                 |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 52.52                                                           | 07/13/2007                              |                                                             | A                                    | 38,342                                                                                                 | 01/13/2008 02/13/2012                                          | Common<br>Stock                                                | 38,342                                                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships                    |
|--------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                              | Director 10% Owner Officer Other |
| PRINCE CHARLES<br>C/O CITIGROUP INC. CORPORATE LAW DEPT.<br>425 PARK AVENUE, 2ND FLOOR<br>NEW YORK, NY 10043 | X Chairman and CEO               |

## Signatures

Charles Prince by Glenn S. Gray,  
Attorney-in-Fact 07/17/2007

\_\_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 1,1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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