

CITIGROUP INC  
Form 4  
February 17, 2017

# FORM 4

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

OMB APPROVAL

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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 \*  
CORBAT MICHAEL

(Last) (First) (Middle)

CITIGROUP INC., CORPORATE  
LAW DEPT., 153 EAST 53RD  
STREET, 19TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2017

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 Executive 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 02/16/2017                           |                                                    | A                              | 83,285.18 <sup>(1)</sup>                                          | \$ 0                                                                                          | D                                                        |                                                       |
| Common Stock                    | 02/16/2017                           |                                                    | S                              | 13,350 <sup>(2)</sup>                                             | \$ 60.03 <sup>(3)</sup>                                                                       | D                                                        |                                                       |
| Common Stock                    | 02/16/2017                           |                                                    | S                              | 69,935 <sup>(2)</sup>                                             | \$ 60.16 <sup>(4)</sup>                                                                       | D                                                        |                                                       |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 1,781                                                                                         | I                                                        | By Family                                             |

Trust

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                                  | Relationships |           |                         |       |
|-----------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                                                 | Director      | 10% Owner | Officer                 | Other |
| CORBAT MICHAEL<br>CITIGROUP INC., CORPORATE LAW DEPT.<br>153 EAST 53RD STREET, 19TH FLOOR<br>NEW YORK, NY 10022 | X             |           | Chief Executive Officer |       |

## Signatures

Michael L. Corbat by Joseph B. Wollard,  
Attorney-in-Fact

02/17/2017

\_\_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) Award of deferred stock pursuant to the Issuer's 2014 Stock Incentive Plan. This award vests in four equal annual installments beginning on January 20, 2018; none of the award is eligible for immediate sale.
- (2) Represents shares the Reporting Person acquired prior to February 16, 2017.
- (3) This price represents the average sale prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from USD \$60.00 to USD \$60.08. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting

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Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

- (4) This price represents the average sale prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from USD \$59.90 to USD \$60.38. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

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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