

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	12/28/2006		M		41,810 A \$ 46.3417	D	
Common Stock	12/28/2006		F		34,347 D \$ 56.41	D	
Common Stock	12/28/2006		F		3,460 D \$ 56.41	D	
Common Stock	12/28/2006		M		12,992 A \$ 46.4839	D	
Common Stock	12/28/2006		F		10,706 D \$ 56.41	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 (Right to Buy)	\$ 46.4839	12/28/2006	M	12,992	09/25/2002	03/25/2008	Common Stock	12		
Employee Stock Options (Right to Buy)	\$ 46.53	12/28/2006	M	12,801	03/25/2004	03/25/2008	Common Stock	12		
Employee Stock Options (Right to Buy)	\$ 55.88	12/28/2006	A	11,599	06/28/2007	03/25/2008	Common Stock	11		
Employee Stock Options (Right to Buy)	\$ 55.88	12/28/2006	A	11,766	06/28/2007	03/25/2008	Common Stock	11		
Employee Stock Options (Right to Buy)	\$ 55.88	12/28/2006	A	37,807	06/28/2007	11/02/2008	Common Stock	37		
Employee Stock Options (Right to Buy)	\$ 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.