CITIGROUP INC
Form 4
January 05, 2005

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HANNON WILLIAM P

(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)
01/03/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 (D)	Price			
Common Stock	01/03/2005		M		8,332	A	$ 32.05	101,986.8	D	
Common Stock	01/03/2005		F		5,542	D	$ 48.18	96,444.8	D	
Common Stock	01/03/2005		F		968	D	$ 48.18	95,476.8	D	
Common Stock	01/03/2005		M		12,554	A	$ 45.24	108,030.8	D	
Common Stock	01/03/2005		F		11,787	D	$ 48.18	96,243.8	D	

Common Stock	01/03/2005	F	267	D	$ 48.18	95,976.8	D	
Common Stock	01/03/2005	M	12,608	A	$ 47.4	108,584.8	D	
Common Stock	01/03/2005	F	12,403	D	$ 48.18	96,181.8	D	
Common Stock	01/03/2005	F	72	D	$ 48.18	96,109.8	D	
Common Stock	01/03/2005	M	6,862	A	$ 41.4452	102,971.8	D	
Common Stock	01/03/2005	F	5,902	D	$ 48.18	97,069.8	D	
Common Stock	01/03/2005	F	393	D	$ 48.18	96,676.8	D	
Common Stock	01/03/2005	M	10,404	A	$ 46.3417	107,080.8	D	
Common Stock	01/03/2005	F	10,007	D	$ 48.18	97,073.8	D	
Common Stock	01/03/2005	F	163	D	$ 48.18	96,910.8	D	
Common Stock	01/03/2005	M	5,361	A	$ 42.1097	102,271.8	D	
Common Stock	01/03/2005	F	4,685	D	$ 48.18	97,586.8	D	
Common Stock	01/03/2005	F	267	D	$ 48.18	97,319.8	D	
Common Stock						706 (1)	I	By Child.
Common Stock						3,345.9	I	By 401(k) Plan.
Common Stock						18,000	I	By Spouse.

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. 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	$ 32.05	01/03/2005		M			8,332	07/12/2004	02/12/2009	Common Stock	8,332
Employee Stock Options (Right to Buy)	$ 41.4452	01/03/2005		M			6,862	07/18/2004	04/18/2010	Common Stock	6,862
Employee Stock Options (Right to Buy)	$ 42.1097	01/03/2005		M			5,361	07/13/2004	02/13/2012	Common Stock	5,361
Employee Stock Options (Right to Buy)	$ 45.24	01/03/2005		M			12,554	12/17/2003	11/02/2008	Common Stock	12,554
Employee Stock Options (Right to Buy)	$ 46.3417	01/03/2005		M			10,404	12/05/2000	02/24/2006	Common Stock	10,404
Employee Stock Options (Right to Buy)	$ 47.4	01/03/2005		M			12,608	05/03/2004	11/02/2008	Common Stock	12,608

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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

Controller

Signatures

William P. Hannon by Glenn S. Gray, Attorney-in-Fact — 01/05/2005

**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) The Reporting Person disclaims beneficial ownership of these securities.

Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 17

employee stock options representing rights to purchase an equivalent number of shares of common stock, which have various

prices, exercise dates and expiration dates.

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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