## Edgar Filing: BELDA ALAIN J P - Form 4

BELDA ALA Form 4	AIN J P										
October 03, 2	2008										
FORM			CECUE				NCEC			PPROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long	er			CEC DU			LOW		Expires:	January 31, 2005	
subject to Section 16. Form 4 or				GES IN I SECUR		ICIA	LOWI	NERSHIP OF	Estimated a burden hou response	average Irs per	
Form 5 obligation may cont <i>See</i> Instru 1(b).	<sup>18</sup> Section 17(a inue. action	a) of the I	Public U	. ,	ling Con	npany	y Act of	e Act of 1934, f 1935 or Section 0	·		
(Print or Type R	Responses)										
BELDA ALAIN J P Symbol			Symbol	er Name <b>and</b> Ticker or Trading <b>ROUP INC [C]</b>				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle) 3. Date of			f Earliest Transaction				(Check an applicable)			
	ROUP INC. TE LAW DEPT., NUE, 2ND FLO		(Month/D 10/01/2	•				X Director Officer (give below)		o Owner er (specify	
	(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	int/Group Filir	1g(Check	
			Filed(Mor	nth/Day/Year	)			Applicable Line) _X_ Form filed by C Form filed by M			
NEW YORI	X, NY 10043							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities6.BeneficiallyForm: Dir OwnedOwned(D) orFollowingIndirect (I ReportedReported(Instr. 4)Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(D)	Price	(Instr. 5 and 4)		a	
Common Stock	10/01/2008			А	706.5 (1)	А	\$ 18.58	30,301.3 <u>(2)</u>	Ι	See footnote (2)	
Common Stock	10/01/2008			А	510.8 (3)	А	\$ 18.58	30,812.1 (2) (4)	I	See footnotes (2) and (4)	
Common Stock	10/01/2008			А	76.4 ( <u>3)</u>	А	\$ 18.58	9,504.2 <u>(3)</u> <u>(4)</u>	D		

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BELDA ALAIN J P C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	Х					
Signatures						
Alain J.P. Belda by Glenn S. Gray, Attorney-in-Fact	10/03	3/2008				
**Signature of Reporting Person	Da	ate				

# **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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's (2)Compensation Plan for Non-Employee Directors.
- Reinvestment of cash, including dividends and interest, under the Compensation Plan for Non-Employee Directors. (3)
- In addition, the Reporting Person directly beneficially owns 17,859.46 deferred units pursuant to the Citicorp Directors' Deferred (4) Compensation Plan through which the Reporting Person has the right to acquire 5,196.4 shares of common stock.

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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