

CITIGROUP INC
Form 4
November 23, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Gerspach John C

(Last) (First) (Middle)

C/O CORPORATE LAW DEPT,
CITIGROUP INC., 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)
11/22/2016

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 Financial 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/22/2016		M		150,000 ⁽¹⁾	A	\$ 49.1 ₍₂₎
Common Stock	11/22/2016		F		141,576.63 ₍₃₎	D	\$ 260,692.46 ₍₂₎
Common Stock						I	14,890 ₍₂₎ By 2015 GRAT 1
Common Stock						I	16,909 ₍₂₎ By 2015 GRAT 2
Common Stock						I	40,000 ₍₄₎ By 2016 GRAT 1

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Reflects the following distributions from the Reporting Person's current and expired Grantor Retained Annuity Trusts ("GRATs") to the Reporting Person's direct holdings that occurred since his last Form 4 filing on February 18, 2016: 27,330 shares from 2014 GRAT-1 on May 25, 2016; 25,110 shares from 2015 GRAT-1 on May 25, 2016; 23,091 shares from 2015 GRAT-2 on November 9, 2016; and 16,867 shares from 2014 GRAT-2 on November 13, 2016.

- (3) Payment of exercise price and tax liability by withholding securities incident to the exercise of employee stock options issued in accordance with Rule 16b-3.
- (4) On May 10, 2016, the Reporting Person transferred 40,000 shares to the 2016 GRAT-1, of which he is the Trustee.
- (5) On November 9, 2016, the Reporting Person transferred 40,000 shares to the 2016 GRAT-2, of which he is the Trustee.

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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