

THOMPSON WILLIAM S  
Form 4  
July 06, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
THOMPSON WILLIAM S

(Last) (First) (Middle)

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)  
07/01/2011

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)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	07/01/2011		A	486 (1)	A	\$ 38.561	19,424 (7) (9) I	By Trust
Common Stock	07/01/2011		A	1.8 (2)	A	\$ 38.561	7,256.1 (3) (7) (8) (9) D	

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

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- (5) Each T-DECS unit may be converted into shares of the Issuer's common stock at any time prior to December 15, 2012.
- (6) Based on the Reporting Person's ownership of 4,900 T-DECS units, the Reporting Person has the right to acquire a minimum of 12,436 shares, and a maximum of 15,555 shares, of the Issuer's common stock.
- (7) All share totals have been adjusted to reflect the ten-for-one reverse split of the issuer's common stock that was effective, at the close of business, on May 6, 2011.
- (8) Reflects shares distributed to the Reporting Person in accordance with an election made under the Issuer's Compensation Plan for Non-Employee Directors.
- (9) Reflects 3,728 shares of deferred common stock which vested on 7/1/2011 and were transferred to the Reporting Person's Trust in accordance with his election.

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