

Cowles James C
Form 4
February 21, 2013

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

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 *
Cowles James C

2. Issuer Name and Ticker or Trading Symbol
CITIGROUP INC [C]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

CITIGROUP INC. CORP LAW
DEPT, 601 LEXINGTON
AVENUE, 19TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CEO, Europe, Middle East & Africa

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 02/19/2013 | | A | | 34,233.7 (1) | A | \$ 0 233,963.2 D |
| Common Stock | 02/19/2013 | | A | | 52,254.7 (2) | A | \$ 0 286,217.9 D |
| Common Stock | 02/19/2013 | | F | | 27,173.7 (3) | D | \$ 43.84 259,044.2 D |
| Common Stock | | | | | | | 80 I By Children |
| Common Stock | | | | | | | 1,000 I By Family Partnership |

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| | | | |
|--------------|-------|---|----------------|
| Common Stock | 2,000 | I | By Trust |
| Common Stock | 49.4 | I | By 401(k) Plan |

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Unit | (4) | 02/19/2013 | | A | 22,870.42 (4) | 08/19/2013(4) | 08/19/2013(4) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cowles James C CITIGROUP INC. CORP LAW DEPT 601 LEXINGTON AVENUE, 19TH FLOOR NEW YORK, NY 10022 | | | CEO, Europe,Middle East&Africa | |

Signatures

James C. Cowles by Joseph B. Wollard,
Attorney-in-Fact 02/21/2013

**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) Award of deferred stock pursuant to the Issuer's 2009 Stock Incentive Plan.
- (2) Award of restricted stock pursuant to the Issuer's 2009 Stock Incentive Plan.
- (3) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the award of stock reported on this Form 4.

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- (4) The Stock Unit is a cash-settled award that vests immediately and will be distributed to the Reporting Person six months following the grant date (subject to tax withholding). Each Stock Unit is the economic equivalent of one share of the Issuer's common stock. The cash amount distributed to the Reporting Person will be determined by multiplying the total number of Stock Units by the average of the high and low prices of the Issuer's common stock on August 19, 2013.

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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