CITIGROUP INC

Form 4

November 23, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Hu W. Bradford

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

CHIEF RISK OFFICER

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

11/22/2016

Director

X_ Officer (give title below)

10% Owner Other (specify

CITIGROUP INC., CORPORATE LAW DEPT., 153 EAST 53RD STREET, 19TH FLOOR

(Street)

(State)

(First)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10022

	Table 1 - Non-Derivative Securities Acquired, Disposed of, of Defici								y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Fransaction Date 2A. Deemed 3. 4. Securities Acquired (A onth/Day/Year) Execution Date, if Transaction Disposed of (D)				red (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code	ode (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	11/22/2016		M	12,500 (1)	A		65,782.39	D	
Common Stock	11/22/2016		F	11,798.05 (2)	D	\$ 55.54	53,984.34	D	

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. Transactic Code (Instr. 8)	5. Number of or 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		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 49.1	11/22/2016		M		12,500 (1)	02/14/2012	02/14/2017	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hu W. Bradford CITIGROUP INC., CORPORATE LAW DEPT. 153 EAST 53RD STREET, 19TH FLOOR NEW YORK, NY 10022

CHIEF RISK OFFICER

Signatures

W. Bradford Hu by Joseph B. Wollard, Attorney-in-Fact

11/23/2016

**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) On February 14, 2011, the Issuer awarded 12,500 employee stock options to the Reporting Person in accordance with Rule 16b-3. The transactions reported on this Form 4 are exempted pursuant to Rule 16b-3.
- (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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