

CITIGROUP INC
Form 4
December 02, 2005

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 *
PRINCE CHARLES

(Last) (First) (Middle)

**C/O 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)
11/30/2005

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 Executive 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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/30/2005		M		19,846	A	\$ 47.0995	1,338,731.4	D	
Common Stock	11/30/2005		F		19,041	D	\$ 49.09	1,319,690.4	D	
Common Stock	11/30/2005		F		399	D	\$ 49.09	1,319,291.4	D	
Common Stock	11/30/2005		M		16,411	A	\$ 43.9809	1,335,702.4	D	
Common Stock	11/30/2005		F		14,703	D	\$ 49.09	1,320,999.4	D	

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Common Stock	11/30/2005	F	845	D	\$ 49.09	1,320,154.4	D	
Common Stock	11/30/2005	M	17,392	A	\$ 43.9809	1,337,546.4	D	
Common Stock	11/30/2005	F	15,582	D	\$ 49.09	1,321,964.4	D	
Common Stock	11/30/2005	F	895	D	\$ 49.09	1,321,069.4	D	
Common Stock	11/30/2005	M	17,541	A	\$ 46.3417	1,338,610.4	D	
Common Stock	11/30/2005	F	16,559	D	\$ 49.09	1,322,051.4	D	
Common Stock	11/30/2005	F	486	D	\$ 49.09	<u>1,321,905.4</u> ⁽¹⁾	D	
Common Stock						3,354.6	I	By 401(k) Plan
Common Stock						2,275	I	By Child <u>(2)</u>

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

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 43.9809	11/30/2005		M	17,392	11/16/2000 12/14/2005	Common Stock	17,392	
Employee Stock	\$ 43.9809	11/30/2005		M	16,411	11/16/2000 12/14/2005	Common Stock	16,411	

Options
(Right to
Buy)

Employee
Stock

Options \$ 46.3417 11/30/2005
(Right to
Buy)

M 17,541 12/05/2000 12/14/2005

Common
Stock 17,541

Employee
Stock

Options \$ 47.0995 11/30/2005
(Right to
Buy)

M 19,846 05/14/2001 12/14/2005

Common
Stock 19,846

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRINCE CHARLES C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	X		Chief Executive Officer	

Signatures

Charles Prince by Glenn S. Gray,
Attorney-in-Fact

12/02/2005

**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) Includes 340.1 shares the Reporting Person acquired as a participant in the Issuer's employee Stock Purchase Program.
- (2) The Reporting Person disclaims beneficial ownership of these securities.

Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 1,152,684 employee stock options representing rights to purchase an equivalent number of shares of common stock, which have various exercise prices, exercise dates and expiration dates.

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.