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CITIGROUP INC

Form 3 May 02, 2008

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CITIGROUP INC [C] Mills William (Month/Day/Year) 04/22/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O CITIGROUP INC. (Check all applicable) **CORPORATE LAW** DEPT.. 425 PARK AVENUE 10% Owner Director 2ND FLOOR _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group CEO, Europe, Mid East, Africa Filing(Check Applicable Line) _X_ Form filed by One Reporting NEW YORK, NYÂ 10022 Person Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Â Common Stock D 1,464,774.4 Common Stock 4,100 I By Spouse Common Stock 1,442.7 Ι By 401(k) Plan Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)		
Employee Stock Options (Right to Buy)	01/20/2006	01/20/2010	Common Stock	25,000	\$ 49.5	D	Â	
Employee Stock Options (Right to Buy)	02/12/2005	02/12/2009	Common Stock	42,500	\$ 32.05	D	Â	
Employee Stock Options (Right to Buy)	01/16/2003	01/16/2011	Common Stock	53,609.95	\$ 49.5477	D	Â	
Employee Stock Options (Right to Buy)	10/01/2004	02/13/2012	Common Stock	9,259	\$ 51.7	D	Â	
Employee Stock Options (Right to Buy)	10/01/2004	04/18/2010	Common Stock	36,631	\$ 51.7	D	Â	
Employee Stock Options (Right to Buy)	08/10/2004	01/19/2009	Common Stock	5,007	\$ 49.15	D	Â	
Employee Stock Options (Right to Buy)	05/04/2004	11/02/2008	Common Stock	20,885	\$ 48.04	D	Â	
Employee Stock Options (Right to Buy)	01/17/2008	02/13/2012	Common Stock	9,356	\$ 52.46	D	Â	
Employee Stock Options (Right to Buy)	06/28/2007	01/19/2009	Common Stock	4,919	\$ 56.41	D	Â	
Employee Stock Options (Right to Buy)	06/28/2007	11/02/2008	Common Stock	18,397	\$ 56.41	D	Â	
Employee Stock Options (Right to Buy)	06/19/2007	11/02/2008	Common Stock	18,443	\$ 55.44	D	Â	
Employee Stock Options (Right to Buy)	06/19/2007	01/19/2009	Common Stock	4,920	\$ 55.44	D	Â	
Employee Stock Options (Right to Buy)	06/15/2007	11/02/2008	Common Stock	19,411	\$ 53.11	D	Â	
Employee Stock Options (Right to Buy)	04/05/2007	02/13/2012	Common Stock	29,007	\$ 51.03	D	Â	
Employee Stock Options (Right to Buy)	04/05/2007	04/18/2010	Common Stock	25,574	\$ 51.03	D	Â	
Employee Stock Options (Right to Buy)	07/31/2001	01/19/2009	Common Stock	5,249.49	\$ 52.4156	D	Â	
Employee Stock Options (Right to Buy)	05/09/2001	11/02/2008	Common Stock	20,840.33	\$ 49.4894	D	Â	

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Employee Stock Options (Right to Buy)	02/03/2001	01/19/2009	Common Stock	5,222.33	\$ 49.6206	D	Â
Employee Stock Options (Right to Buy)	06/30/2003	06/30/2008	Common Stock	139.3803	\$ 28.6513	D	Â
Employee Stock Options (Right to Buy)	06/30/2004	06/30/2009	Common Stock	124.3701	\$ 32.2219	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships					
. 9	Director	10% Owner	Officer	Othe			
Mills William C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE 2ND FLOOR NEW YORK, NY 10022	Â	Â	CEO, Europe, Mid East, Africa	Â			

Signatures

William J. Mills by Glenn S. Gray, Attorney-in-Fact 05/02/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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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