

CITIGROUP INC  
Form 4  
October 03, 2012

**FORM**

**4**

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

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
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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  
\*  
-  
RODIN JUDITH  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

C/O CITIGROUP INC.,  
CORPORATE LAW DEPT., 425  
PARK AVENUE, 2ND FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

NEW YORK, NY 10043  
  
(City) (State) (Zip)

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

**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)
Common Stock	10/01/2012		A	3.6 <sup>(1)</sup>	A \$ 32.35	11,767.5 <sup>(2)</sup>	I See Footnote
Common Stock	10/01/2012		A	2.4 <sup>(1)</sup>	A \$ 32.35	7,910.9	D
Common Stock						36	I By Spouse

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

**Persons who respond to the collection of information contained in this form are not required** SEC 1474 (9-02)

