### BUSHNELL DAVID C

Form 4

March 01, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

January 31, 2005

0.5

Expires:

Estimated average burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BUSHNELL DAVID C  (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol     CITIGROUP INC [C]     3. Date of Earliest Transaction     (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
C/O CITIGROUP INC. CORPORATE LAW DEPT., 425 PARK AVENUE, 2ND FLOOR			02/27/2007	Director 10% OwnerX Officer (give title Other (specify below) Senior Risk Officer		
	(Street)		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		

### NEW YORK, NY 10043

Form filed by More than One Reporting Person

(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. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		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	02/27/2007		M	Amount 8,335	(D)	\$ 32.05	301,254.9 <u>(1)</u>	D	
Common Stock	02/27/2007		F	5,070	D	\$ 52.68	296,184.9	D	
Common Stock	02/27/2007		F	1,514	D	\$ 52.68	294,670.9	D	
Common Stock	02/27/2007		S	6,940	D	\$ 52.1	287,730.9	D	
Common Stock	02/27/2007		G V	3,723	D	\$ 0	284,007.9	D	

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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 to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	Secur Acqu (A) o Dispo (D) (Instr	urities (Month/Day/Year) juired or posed of		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to	\$ 32.05	02/27/2007		M		8,335	07/12/2006	02/12/2009	Common Stock	8,335

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Topotong O mart 1 mano / 1 mart 1 mar	Director	10% Owner	Officer	Other		
BUSHNELL DAVID C C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043			Senior Risk Officer			

## **Signatures**

Buy)

David C. Bushnell by Glenn S. Gray, Attorney-in-Fact 03/01/2007

\*\*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 3.6332 shares the Reporting Person acquired as a participant in the Issuer's employee Stock Purchase Program.

#### **Remarks:**

Reporting Owners 2

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In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 25 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.