#### CITIGROUP INC

Form 4

November 13, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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 \* PANDIT VIKRAM S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

CITIGROUP INC [C]

(Check all applicable)

C/O CITIGROUP INC. CORPORATE LAW DEPT., 425

PARK AVENUE, 2ND FLOOR

(Month/Day/Year) 11/13/2008

Filed(Month/Day/Year)

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

CEO, Citigroup Inc.

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10043

(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)	Code (Instr. 8)	4. Securitie owr Dispose (Instr. 3, 4	d of (I and 5) (A) or	0)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
			Code V	Amount	(D)	Price		
Common Stock	11/13/2008		P	313,100	A	\$ 8.917 (1)	1,408,048.7	D
Common Stock	11/13/2008		P	186,900	A	\$ 9.525 (2)	1,594,948.7	D
Common Stock	11/13/2008		P	250,000	A	\$ 9.45	1,844,948.7	D
8.125% Non-Cumulative Preferred Stock, Series AA	11/13/2008		P	50,000	A	\$ 13.63 (3)	50,000	D
	11/13/2008		P	50,000	A		50,000	D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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8.50%	\$
Non-Cumulative	15.147
Preferred Stock,	<u>(4)</u>
Series F	

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

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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. Transac Code (Instr. 8	5. stionNumber of Securitic Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	(Month/Day ve es d d	Pate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
PANDIT VIKRAM S C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043			CEO, Citigroup Inc.			

## **Signatures**

Vikram Pandit by Glenn S. Gray, Attorney-in-Fact

\*\*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) This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$8.29 to \$9.28. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person

Reporting Owners 2

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will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

- This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on (2) this line ranged from \$9.29 to \$9.90. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.
- This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on (3) this line ranged from \$13.47 to \$13.90. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.
- This price represents the average purchase prices for multiple transactions reported on this line. The prices of the transactions reported on (4) this line ranged from \$14.83 to \$15.63. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.

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.