

CITIGROUP INVESTMENTS INC
 Form 3
 August 01, 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 Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CITIGROUP INC | | (Month/Day/Year) | Patriot Coal CORP [PCX] | |
| (Last) | (First) | (Middle) | 07/23/2008 | |
| 399 PARK AVENUE, 3RD FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10022 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | See footnote 1 below | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| | | | | | |
|--|--|---|--|--|---|
| 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

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(Instr. 5)

| | | | | | | | |
|----------------------------|------------------|------------|--------------|--------|--------|---|---|
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 12/19/2008 | Common Stock | 2,000 | \$ 145 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 12/19/2008 | Common Stock | 1,000 | \$ 140 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 12/19/2008 | Common Stock | 1,000 | \$ 130 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 12/19/2008 | Common Stock | 2,000 | \$ 125 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 12/19/2008 | Common Stock | 900 | \$ 120 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 12/19/2008 | Common Stock | 1,300 | \$ 115 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 12/19/2008 | Common Stock | 7,100 | \$ 110 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 12/19/2008 | Common Stock | 2,800 | \$ 105 | I | see Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 08/15/2008 | Common Stock | 18,500 | \$ 145 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 08/15/2008 | Common Stock | 10,600 | \$ 135 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 08/15/2008 | Common Stock | 18,100 | \$ 130 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 08/15/2008 | Common Stock | 1,000 | \$ 125 | I | See Footnote ⁽³⁾ <u>(4)</u> |
| Call Option ⁽¹⁾ | Â ⁽²⁾ | 08/15/2008 | Common Stock | 1,100 | \$ 110 | I | See Footnote ⁽³⁾ <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| CITIGROUP INC 399 PARK AVENUE, 3RD FLOOR NEW YORK, NY 10022 | Â | Â | Â | See footnote 1 below |
| CITIGROUP INVESTMENTS INC 731 LEXINGTON AVENUE, 26TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | See footnote 1 |
| Citigroup Alternative Investments LLC 731 LEXINGTON AVENUE, 26TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | See footnote 1 |

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| | | | | |
|---|---|---|---|----------------|
| Citigroup Private Equity LP 731 LEXINGTON AVENUE, 26TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | See footnote 1 |
| Citigroup Capital Partners II 2006 Citigroup Investment, L.P. 731 LEXINGTON AVENUE, 26TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | See footnote 1 |
| Citigroup Capital Partners II Employee Master Fund, L.P. 731 LEXINGTON AVENUE, 26TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | See footnote 1 |
| CITIGROUP CAPITAL PARTNERS II ONSHORE L P 731 LEXINGTON AVENUE, 26TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | See footnote 1 |
| Citigroup Capital Partners II Cayman Holdings, L.P. 731 LEXINGTON AVENUE, 26TH FLOOR NEW YORK, NY 10022 | Â | Â | Â | See footnote 1 |

Signatures

| | | |
|--|------|------------|
| Citigroup Inc. By: /s/ Riqueza V. Feaster Name: Riqueza V. Feaster Title: Assistant Secretary **Signature of Reporting Person | | 08/01/2008 |
| | Date | |
| Citigroup Investments Inc., By: /s/ Millie Kim, Name: Millie Kim, Title: Secretary **Signature of Reporting Person | | 08/01/2008 |
| | Date | |
| Citigroup Alternative Investments, LLC, By: /s/ Jason Ment, Name: Jason Ment, Title: Assistant Secretary **Signature of Reporting Person | | 08/01/2008 |
| | Date | |
| Citigroup Private Equity LP, By: /s/ Jason Ment, Name: Jason Ment, Title: Secretary **Signature of Reporting Person | | 08/01/2008 |
| | Date | |
| Citigroup Capital Partners II 2006 Citigroup Investment, L.P., By: Citigroup Private Equity LP, its general partner, By: /s/ Jason Ment, Name: Jason Ment, Title: Secretary **Signature of Reporting Person | | 08/01/2008 |
| | Date | |
| Citigroup Capital Partners II Employee Master Fund, L.P., By: Citigroup Private Equity LP, its general partner, By: /s/ Jason Ment, Name: Jason Ment, Title: Secretary **Signature of Reporting Person | | 08/01/2008 |
| | Date | |
| Citigroup Capital Partners II Onshore, L.P., By: Citigroup Private Equity LP, its general partner, By: /s/ Jason Ment, Name: Jason Ment, Title: Secretary **Signature of Reporting Person | | 08/01/2008 |
| | Date | |
| Citigroup Capital Partners II Cayman Holdings, L.P., By: Citigroup Private Equity LP, its general partner, By: /s/ Jason Ment, Name: Jason Ment, Title: Secretary **Signature of Reporting Person | | 08/01/2008 |
| | 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).

(1)

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The reporting persons may be deemed as members of a group beneficially owning 10% or more of the common stock of the issuer within the meaning of Section 13(d) of the Securities Exchange Act of 1934. Except as set forth below, the reporting persons disclaim beneficial ownership of all securities other than those reported above, and this report shall not be deemed an admission that such a group exists or that the reporting person is the beneficial owner of the securities of such group for purposes of Section 16 or for any other purpose.

- (2) All options are currently exercisable.

The shares of Common Stock reported in Table I represent 247,602 shares held directly by Citigroup Capital Partners II 2006 Citigroup Investment, L.P., 278,126 shares held directly by Citigroup Capital Partners II Employee Master Fund, L.P., 125,566 shares held directly by Citigroup Capital Partners II Onshore, L.P., 157,330 shares held directly by Citigroup Capital Partners II Cayman Holdings, L.P. (collectively, the "CCP Funds") and 63,699 shares held directly by Citigroup Inc. ("Citigroup"). Citigroup Private Equity, LP ("Citigroup PE") is the general partner of each of the CCP Funds, Citigroup Alternative Investments LLC ("CAI") is its general partner and is a wholly owned subsidiary of Citigroup.

- (3) Each of the CCP Funds disclaims beneficial ownership of any shares of Common Stock held by any other person and each of Citigroup, (4) CAI and Citigroup PE disclaims beneficial ownership of the shares held by the CCP Funds except to the extent of their pecuniary interest in the CCP Funds, if any.

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Remarks:

Part 3 of 3. Due to the SEC's 30 line limit in Table II, this Form 3 has been filed in 3 p

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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