

CITIGROUP INC  
Form 4  
November 16, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
Mills William

(Last) (First) (Middle)

C/O CITIGROUP INC.  
CORPORATE LAW DEPT., 153  
EAST 53RD STREET, 19TH  
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
CEO, North America

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                    | 11/16/2016                           |  | M                              | V<br>Amount<br>150,000 <sup>(1)</sup>                             | A<br>\$ 49.1  | 617,140.98   | D   |
| Common Stock                    | 11/16/2016                           |  | F                              | V<br>Amount<br>142,880.49 <sup>(2)</sup>                          | D<br>\$ 55.45   | 474,260.49   | D   |
| Common Stock                    |                                      |  |                                |   |   | 410  | I<br>By Spouse  |
| Common Stock                    |                                      |  |                                |   |   | 155.4  | I<br>By 401(K) Plan                                   |
|                                 |                                      |  |                                |   |   | 1,000  | D   |

5.95%  
 Fixed/Floating  
 Rate  
 Noncumulative  
 Pref., Series Q

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

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 (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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount       |               |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Number Shares |
| Employee Stock Options (Right to Buy)      | \$ 49.1  | 11/16/2016                           |  | M                              | 150,000<br>(1)  | 02/14/2012   | 02/14/2017  | Common Stock | 150,000       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Mills William<br>C/O CITIGROUP INC. CORPORATE LAW DEPT.<br>153 EAST 53RD STREET, 19TH FLOOR<br>NEW YORK, NY 10022 |               |           | CEO, North America |       |

## Signatures

William J. Mills by Joseph B. Wollard,  
 Attorney-in-Fact  
 11/16/2016  
 \*\*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).

## Edgar Filing: CITIGROUP INC - Form 4

- (1) On February 14, 2011, the Issuer awarded 150,000 employee stock options to the Reporting Person in accordance with Rule 16b-3. The transactions reported on this Form 4 are exempted pursuant to Rule 16b-3.
- (2) Payment of exercise price and tax liability by withholding securities incident to the exercise of employee stock options issued in accordance with Rule 16b-3.

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