

CITIGROUP INC  
Form 4  
December 19, 2006

**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 \*  
THOMSON TODD S

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10043

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2006

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)  
Chair/CEO Global Wealth Mgt.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 12/15/2006                           |  | M                              | 10,706 A \$ 44.21   | 489,218.9   | D  |   |
| Common Stock                    | 12/15/2006                           |  | F                              | 8,911 D \$ 53.11  | 480,307.9   | D  |   |
| Common Stock                    | 12/15/2006                           |  | F                              | 787 D \$ 53.11  | 479,520.9   | D  |   |
| Common Stock                    | 12/18/2006                           |  | M                              | 11,983 A \$ 44.82   | 491,503.9   | D  |   |
| Common Stock                    | 12/18/2006                           |  | F                              | 9,933 D \$ 54.07  | 481,570.9   | D  |   |

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|              |            |   |     |   |          |           |   |           |
|--------------|------------|---|-----|---|----------|-----------|---|-----------|
| Common Stock | 12/18/2006 | F | 898 | D | \$ 54.07 | 480,672.9 | D |           |
| Common Stock |            |   |     |   |          | 1,937.8   | I | By 401(k) |

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

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**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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|
|  |  |                                      |  | Code                           | V   | (A)  | (D)                   | Title   |
| Employee Stock Options (Right to Buy)      | \$ 44.21   | 12/15/2006                           |  | M                              |   | 10,706   | 01/16/2005 11/02/2008 | Common Stock  |
| Employee Stock Options (Right to Buy)      | \$ 53.11   | 12/15/2006                           |  | A                              |   | 9,698  | 06/15/2007 11/02/2008 | Common Stock  |
| Employee Stock Options (Right to Buy)      | \$ 44.82   | 12/18/2006                           |  | M                              |   | 11,983   | 01/18/2004 11/02/2008 | Common Stock  |
| Employee Stock Options (Right to Buy)      | \$ 54.07   | 12/18/2006                           |  | A                              |   | 10,831   | 06/18/2007 11/02/2008 | Common Stock  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

THOMSON TODD S  
C/O CITIGROUP INC. CORPORATE LAW DEPT.  
425 PARK AVENUE, 2ND FLOOR  
NEW YORK, NY 10043

Chair/CEO Global Wealth Mgt.

## Signatures

Todd S. Thomson by Shelley J. Dropkin,  
Attorney-in-Fact

12/19/2006

\_\_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).

### Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 92

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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