### Edgar Filing: NUVEEN DIVIDEND ADVANTAGE MUNICIPAL FUND 3 - Form 4/A

NUVEEN Form 4/A January 20	DIVIDEND ADV	ANTAGE	E MUN	ICIPAL	FUND 3						
									OMB A	PPROVAL	
FORI	UNITED	<b>STATES</b>		RITIES ashingto				MMISSION	OMB Number:	3235-0287	
Check if no lo	this box								Expires:	January 31, 2005	
subject Sectior Form 4	to SIAIE.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.		
Form 5 obligat may co <i>See</i> Ins 1(b).	ions Section 17	(a) of the	Public I	Utility He	olding C	ompa	U	Act of 1934, 935 or Section			
(Print or Type	e Responses)										
			21 issuer raune und riener or ridding					5. Relationship of Reporting Person(s) to Issuer			
		ADVANTAGE MUNICIPAL FUND 3 [NZF]					(Check all applicable)				
(Last) (First) (Middle) 399 PARK AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 01/11/2011				be	Officer (give t elow)	itle Oth below)	er (specify	
	(Street)		4. If An	nendment, Ionth/Day/Y	-	nal	А	. Individual or Joi pplicable Line) X_ Form filed by Ou _ Form filed by Mo	ne Reporting Pe	erson	
	RK, NY 10043						Pe	erson		porting	
(City)	(State)	(Zip)	Ta	ble I - Nor	n-Derivati	ve Sec	curities Acquin	red, Disposed of,	or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securi orDisposec (Instr. 3, Amount	l of (E 4 and (A) or	))	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)	
Auction Rate Preferred	01/11/2011			S	90 <u>(1)</u>	D	\$ 25,001.3	1,101	Ι	By Subsidiary	
Auction Rate Preferred	01/12/2011			S	106 <u>(3)</u>	D	\$ 25,001.25	995	I	By Subsidiary	
Auction Rate Preferred	01/13/2010			S	79 <u>(3)</u>	D	\$ 25,000.75	916	Ι	By Subsidiary	

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.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		
					( ) (- )						

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting officer (unit) (rune (so	Director	10% Owner	Officer	Other			
CITIGROUP INC 399 PARK AVENUE NEW YORK, NY 10043		Х					
Signatures							
Citigroup Inc., By: /s/ Ali L. K. Secretary		01/20/2011					
**Signature of Reportir	ng 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 transaction was omitted from the Reporting Person's Form 4 filed January 14, 2011 (the "Original Form 4").
- The Auction Preferred Shares ("Shares") reported in Table I represent Shares beneficially owned by Citigroup Global Markets Inc.
   ("CGMI"). Citigroup Financial Products Inc. ("CFP") is the sole stockholder of CGMI. Citigroup Global Markets Holdings Inc. ("CGMH") is the sole stockholder of CFP. Citigroup Inc. is the sole stockholder of CGMH.
- (3) The aggregate number of Shares beneficially owned following the reported transaction was reported incorrectly in Box 5 of the Original Form 4 due to the omission noted in Footnote 1.

#### **Remarks:**

The Shares reported herein represent the Reporting Person's combined holdings in multiple series of auction preferred securities

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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.