DEUTCH JOHN M

Form 4 April 02, 2009

FORM 4

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

OMB 3235-0287

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

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0.5

Form 5 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).

(Last)

(City)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | | | | |
|---|--|--|--|--|--|
| DEUTCH JOHN M | | | | | |
| | CITIGROUP INC [C] | | | | |
| | | | | | |

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O CITIGROUP INC.

(State)

(First)

CORPORATE LAW DEPT., 425 PARK AVENUE, 2ND FLOOR

3. Date of Earliest Transaction

(Month/Day/Year) 04/01/2009

_X__ Director 10% Owner Other (specify Officer (give title

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10043

| | | Table 1 Tion Derivative Securities required, Disposed of, or Deficientially Owned | | | | | | | |
|--------------------------------|--------------------------------------|---|---------------------------|--|-----------|-------------|--|--------------------|----------------------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction Code | 4. Securi on(A) or Di (Instr. 3, | ispose | d of (D) | 5. Amount of Securities Beneficially | 6. Ownership Form: | 7. Nature of Indirect Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Direct (D) | Ownership |
| | | | | | | | Following | or Indirect | (Instr. 4) |
| | | | | | (A) or | | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| | | | Code V | Amount | (D) | Price | ` | | |
| Common Stock | 04/01/2009 | | A | 69.9 (1) | A | \$ 1.309 | 9,227.1 (2) (3) | I | See Footnote |
| Common Stock | 04/01/2009 | | A | 291.9 (1) | A | \$ 1.309 | 103,450.7 | D | |

8.50%

Non-Cumulative 11,000 D Preferred Stock,

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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 | isable and | 7. Titl | e and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|-----------------|------------------|-------------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | ate | Amou | nt of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | Derivative | | Securi | ties | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. 3 and 4) | | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | A | |
| | | | | | | | | | Amount | |
| | | | | | | Date Exercisable | Expiration Date | | or Name la sur | |
| | | | | | | | | | Number | |
| | | | | C 1 W | (A) (D) | | | | of | |
| | | | | Code V | (A) (D) | | | | Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DEUTCH JOHN M C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043

X

Signatures

John M. Deutch by Joseph B. Wollard, Attorney-in-Fact

04/02/2009

Date

**Signature of Reporting Person

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) Reinvestment of cash, including dividends and interest, under the Issuer's Compensation Plan for Non-Employee Directors.
- (2) Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's Compensation Plan for Non-Employee Directors.
- (3) In addition, the Reporting Person directly beneficially owns 110,765.1956 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 33,767.1 shares of common stock.

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