#### THOMSON TODD S

Form 4

November 30, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

0.5

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Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* THOMSON TODD S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

(Zip)

CITIGROUP INC [C] 3. Date of Earliest Transaction

(Check all applicable)

C/O CITIGROUP INC.

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

(Month/Day/Year) Director X\_ Officer (give title 11/23/2005

below)

Other (specify below)

10% Owner

Chair/CEO Global Wealth Mgt.

(Street)

(State)

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

Code V

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

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned **Following** Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or Price (D) Amount

Transaction(s) (Instr. 3 and 4)

Common 11/23/2005 Stock

G V 10,175 D \$0 430,643.4 (1)

Common Stock

By 401(k) 1,846.5 I Plan

D

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5. 6. Date Exercisable and		7. Titl	e and	8. Price of	9	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities Acquired (A) or		e	Se		ities	(Instr. 5)	]
	Derivative							(Instr. 3 and 4)			(
	Security									J	
											J
					Disposed						7
				of (D) (Instr. 3,						(	
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration	T:41-	or Namelana		
						Exercisable Date	Title	Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address Officer Other

Director 10% Owner

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

Chair/CEO Global Wealth Mgt.

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

# **Signatures**

Todd S. Thomson by Glenn S. Gray, Attorney-in-Fact

11/30/2005

\*\*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).
- (1) Includes 340.1 shares the Reporting Person acquired as a participant in the Issuer's employee stock purchase program.

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.

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