DAVID GEORGE AL Form 4 October 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * DAVID GEORGE AL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CITIGROUP INC [C]

(Check all applicable)

C/O CITIGROUP INC. CORPORATE LAW DEPT., 425

(Street)

(First)

PARK AVENUE, 2ND FLOOR

(Middle)

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

10/01/2007

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

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

NEW YORK, NY 10043

| (City) | (State) | (Zip) Tabl | e I - Non-E | Derivative | Secui | rities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|--------------------------------------|---|--|----------------------------------|-------|--------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | spose | d of (D) | 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 | 10/01/2007 | | A | | ` ′ | \$ 46.045 | 6,308.7 (2) | I | See footnote (2) |
| Common Stock | 10/01/2007 | | A | 72.1 (3) | A | \$ 46.045 | 6,380.8 (2) | I | See footnote (2) |
| Common Stock | | | | | | | 10,000 | 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)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. | 5. onNumber | 6. Date Exerc Expiration D | | 7. Titl | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|----------------------|--------------------|--|-------------------------------|--------------------|-----------------|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Tear) | any (Month/Day/Year) | Code (Instr. 8) | of (Month/Day Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Under Securi | rlying | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer

DAVID GEORGE AL C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043

X

Signatures

George David by Glenn S. Gray, Attorney-in-Fact

10/03/2007

**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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's **(2)** Compensation Plan for Non-Employee Directors.
- (3) Reinvestment of cash, including dividends and interest, under the Compensation Plan for Non-Employee Directors.

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.

Reporting Owners 2