

Patriot Coal CORP
Form 4
November 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CITIGROUP INC

2. Issuer Name and Ticker or Trading Symbol
Patriot Coal CORP [PCX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
399 PARK AVENUE, 3RD FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
07/23/2008

____ Director
____ Officer (give title below) Other (specify below)

See footnote 1 below

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10043

(City) (State) (Zip)

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, par value of \$0.01 per share | 07/23/2008 | 07/23/2008 | S | | 2,800 ⁽¹⁾ | D | \$ 58.55 ⁽²⁾ | 1,753,224 | I | By Subsidiary ⁽⁴⁾ |
| Common Stock, par value of \$0.01 per share | 07/23/2008 | 07/23/2008 | S | | 14,570 ⁽¹⁾ | D | \$ 59.42 | 1,738,654 | I | By Subsidiary ⁽⁴⁾ |
| Common Stock, par | 11/05/2008 | 11/05/2008 | P | | 9,036 ⁽¹⁾ | D | \$ 14.97 | 1,747,690 | I | By Subsidiary |

value of
\$0.01 per
share

(3)

(4)

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.

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 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| | |
|---------------------------------------|--|
| Reporting Owner Name / Address | Relationships |
| | Director 10% Owner Officer Other |

CITIGROUP INC
399 PARK AVENUE
3RD FLOOR
NEW YORK, NY 10043

See footnote 1 below

Signatures

/s/ Citigroup Inc., By: /s/ Riqueza V. Feaster, Name: Riqueza V. Feaster, Title: Assistant Secretary

11/20/2008

__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) The reporting person may be deemed as a member of a group beneficially owning 10% or more of the common stock of the issuer within the meaning of Section 13(d) of the Securities Exchange Act of 1934 ("Exchange Act"). Except as set forth below, the reporting person disclaims beneficial ownership of all securities other than those reported above, and this report shall not be deemed an admission

Edgar Filing: Patriot Coal CORP - Form 4

that such a group exists or that the reporting person is the beneficial owner of the securities of such group for purposes of Section 16 or for any other purpose.

- (2) This transaction was executed in multiple trades at prices ranging from \$58.50 to \$58.58. The price reported represents the weighted average sales price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

- (3) This transaction was executed in multiple trades at prices ranging from \$14.93 to \$15.01. The price reported represents the weighted average sales price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

- (4) Shares held by Citigroup Global Markets Inc. ("CGMI"), an indirect wholly-owned subsidiary of the reporting person. Citigroup Financial Products Inc. ("CFP") is the sole stockholder of CGMI. Citigroup Global Markets Holdings Inc. ("CGMHI") is the sole stockholder of CFP. Citigroup Inc. ("Citigroup") is the sole stockholder of CGMHI.

Remarks:

The transactions executed as reported herein resulted in a short swing profit under Section 16(b) of the Exchange Act. As of the

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.