Mills William
Form 4
January 23, 2019

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mills William

(Last) (First) (Middle)

C/O CITIGROUP INC.
CORPORATE LAW DEPT., 388 GREENWICH STREET

(Street)

NEW YORK, NY 10013

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CITIGROUP INC [C]

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO, North America

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

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	01/20/2019		F		15,374.86 (1)	D	$ 63.12	482,506.41	D	
Common Stock								410	I	By Spouse
Common Stock								161.0831	I	By 401(K) Plan
5.95% Fixed/Floating Rate								1,000	D	

Noncumulative
Pref., Series Q

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

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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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(2) (3)	01/20/2019		A		38,662.34		(2)(3)	(2)(3)	Common Stock	38,66

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mills William C/O CITIGROUP INC. CORPORATE LAW DEPT. 388 GREENWICH STREET NEW YORK, NY 10013			CEO, North America	

Signatures

William J. Mills by Joseph B. Wollard, Attorney-in-Fact	01/23/2019
**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) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of previously awarded stock.

(2) On February 16, 2016 the Reporting Person received from the Issuer a target award of 46,558.70 Performance Share Units ("PSUs"), with the possibility to earn from 0% to 150% of the target award, based on the Issuer's total shareholder return relative to the total shareholder return of certain of its peer financial services companies during the three-year period ending on December 31, 2018. Based on the adjustments described above, the Reporting Person is entitled to receive 38,662.34 PSUs.

(3) (Continuation of Footnote 2) Each PSU is payable only in cash which is expected to be delivered on or about February 28, 2019. Each PSU is equivalent to the cash value of the average of the closing prices of one share of the Issuer's common stock for the period

December 20, 2018 through January 18, 2019, plus dividends declared on equivalent shares of the Issuer's common stock from December 31, 2015 through February 28, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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