

THOMPSON WILLIAM S
 Form 4
 February 10, 2010

FORM 4

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

OMB APPROVAL

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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 *
 THOMPSON WILLIAM S

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10043

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/08/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	79,938.4	D	
Common Stock				(A) or (D)	129,118	I	By Trust

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

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 (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 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. Amount or Number of Shares
Tangible Dividend Enhanced Common Stock (T-DECS) <u>(1)</u>	<u>(2)</u>	02/08/2010		P	1,200	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	200	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	200	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	100	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	100	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	200	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	200	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	500	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	700	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	400	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	100	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	100	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>
T-DECS	<u>(2)</u>	02/08/2010		P	900	<u>(3)</u> 12/15/2012	Common Stock	<u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON WILLIAM S CITIGROUP INC., CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	X			

Signatures

William S. Thompson by Joseph B. Wollard,
Attorney-in-Fact

02/10/2010

__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).

Each T-DECS is a unit comprised of a prepaid stock purchase contract and a junior subordinated amortizing note due December 15, 2012.

- (1) Additional information about the Issuer's T-DECS may be found at <http://www.sec.gov/Archives/edgar/data/831001/000095012309071482/y81071fwp.htm>.
- (2) Each T-DECS unit is convertible into the Issuer's common stock at a minimum price of \$3.15 per share and a maximum price of \$3.94 per share.
- (3) Each T-DECS unit may be converted into shares of the Issuer's common stock at any time prior to December 15, 2012.
- (4) Based on the Reporting Person's aggregate purchase of 4,900 T-DECS units as reported on this Form 4, the Reporting Person has the right to acquire a minimum of 124,365 shares, and a maximum of 155,555 shares, of the Issuer's common stock.

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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