### Edgar Filing: THOMPSON WILLIAM S - Form 4

THOMPSON	N WILLIAM S										
Form 4											
January 20, 2											
FORM	S SECUF	RITIES A	OMMISSION	OMB APPROVAL							
			D.C. 2054		Number:		3235-0287				
Check th if no long subject to Section 1 Form 4 o Form 5	s box ger STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 6. SECURITIES								Expires:January 31 2009Estimated average burden hours per response0.9		
obligatio may cont See Instru 1(b).	ns Section 1'	(20) (h) at the investment (commonly A at at 10.00)									
(Print or Type I	Responses)										
1. Name and A THOMPSO	2. Issuer Name <b>and</b> Ticker or Trading Symbol CITIGROUP INC [C]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check an applicable)				
	Р INC., CORPO Г., 425 PARK A Р		(Month/E 01/18/2	-				_X_ Director Officer (give t below)		Owner er (specify	
	(Street)			endment, Da nth/Day/Year	-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10043							_X_ Form filed by O Form filed by M Person			
(City)	(State)	(Zip)	Tabl	le I - Non-E	Derivative Sec	curitie	es Acqu	iired, Disposed of,	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution any		3.4. Securities AcquiredTransactior(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	01/18/2011			А	29,880.4 (1)	А	\$0	109,818.8	D		
Common Stock								148,020	I	By Trust	

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.

#### Edgar Filing: THOMPSON WILLIAM S - Form 4

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		Transaction Date 3A. Deemed 4. 5. Month/Day/Year) Execution Date, if TransactionNumber any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Inst			
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Tangible Dividend Enhanced Common Stock (T-DECS)	(2)					<u>(3)</u>	12/15/2012	Common Stock	<u>(4)</u>			
Reporting Owners												
<b>Reporting Owner Name / Address</b>			Directo		<b>ationships</b> wner Off							
THOMPSON WILLIAM S CITIGROUP INC., CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043			DEPT. X									

# **Signatures**

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

\*\*Signature of Reporting Person

## **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.
- 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 (2)per share.

01/20/2011

Date

- (3) Each T-DECS unit may be converted into shares of the Issuer's common stock at any time prior to December 15, 2012.
- Based on the Reporting Person's ownership of 4,900 T-DECS units, the Reporting Person has the right to acquire a minimum of 124,365 (4) 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.

## Edgar Filing: THOMPSON WILLIAM S - Form 4

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.