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PARSONS F Form 4	RICHARD D										
November 20	0, 2008										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB AF OMB Number:	PPROVAL 3235-0287		
wasnington, D.C. 20549 Number:											
PARSONS RICHARD D Symbo			Symbol	Name and OUP INC		Tradin	g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of (Month/D 11/18/20		ansaction			X Director Officer (give below)	10%	Owner er (specify	
				ndment, Date Original th/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			
(City)	(State)	(Zip)						Person			
1.Title of Security (Instr. 3)	× ,	. Transaction Date 2A. Deemed			4. Securiti n(A) or Dis (Instr. 3, 4)	ies Ac sposed	quired of (D)	uired, Disposed of 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	
Common Stock	11/18/2008			Code V P	35,000	A	\$ 8.15	50,991.4	D		
Common Stock								32,860.6 <u>(1)</u>	I	See Footnote (1)	
Common Stock								13,189.7 (2)	Ι	See Footnote (2)	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				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			
PARSONS RICHARD D C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	Х						
Signatures							
Richard D. Parsons by Joseph B. Wollard, Attorney-in-Fact	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).
- Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's (1) Compensation Plan for Non-Employee Directors.
- The Reporting Person directly beneficially owns 45,331.4 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan (2) through which the Reporting Person has the right to acquire 13,189.7 shares of 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. 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.