

CITIGROUP INC
Form 3
June 06, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Kessinger Kevin
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/27/2008

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O CITIGROUP INC.
CORPORATE LAW
DEPT., 425 PARK AVENUE,
FLOOR 2
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Chief Operations/Tech Officer

NEW YORK, NY 10022
 (City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 353,586.8 | D | |
| Common Stock | 7,694.3 | I | By 401(k) Plan |
| Common Stock | 485 | I | By Spouse |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Options (Right to Buy) | 01/20/2006 | 01/20/2010 | Common Stock | 36,666.67 | \$ 49.5 | D | Â |
| Employee Stock Options (Right to Buy) | 01/16/2006 | 01/16/2011 | Common Stock | 26,804.98 | \$ 49.5477 | D | Â |
| Employee Stock Options (Right to Buy) | 08/07/2005 | 04/18/2010 | Common Stock | 41,339 | \$ 49.78 | D | Â |
| Employee Stock Options (Right to Buy) | 08/25/2004 | 11/02/2008 | Common Stock | 29,152 | \$ 49.44 | D | Â |
| Employee Stock Options (Right to Buy) | 08/24/2004 | 11/02/2008 | Common Stock | 4,998 | \$ 49.32 | D | Â |
| Employee Stock Options (Right to Buy) | 01/13/2008 | 02/13/2012 | Common Stock | 7,599 | \$ 52.52 | D | Â |
| Employee Stock Options (Right to Buy) | 06/15/2007 | 11/02/2008 | Common Stock | 5,678 | \$ 53.11 | D | Â |
| Employee Stock Options (Right to Buy) | 06/12/2007 | 11/02/2008 | Common Stock | 400 | \$ 52.88 | D | Â |
| Employee Stock Options (Right to Buy) | 04/05/2007 | 02/13/2012 | Common Stock | 30,940 | \$ 51.03 | D | Â |
| Employee Stock Options (Right to Buy) | 11/01/2006 | 04/18/2010 | Common Stock | 10,342 | \$ 49.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kessinger Kevin C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, FLOOR 2 NEW YORK, NY 10022 | Â | Â | Â Chief Operations/Tech Officer | Â |

Signatures

Kevin Kessinger by Glenn S. Gray,
Attorney-in-Fact

06/06/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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