

THOMSON TODD S  
Form 4  
December 14, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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).

**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 \*  
THOMSON TODD S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O CITIGROUP INC.  
CORPORATE LAW DEPT., 425  
PARK AVENUE, 2ND FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2006

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Chair/CEO Global Wealth Mgt.

(Street)  
NEW YORK, NY 10043

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

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

(City) (State) (Zip)

**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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/12/2006		M			8,346	A	\$ 43.5647	481,627.9	D	
Common Stock	12/12/2006		F			6,875	D	\$ 52.88	474,752.9	D	
Common Stock	12/12/2006		F			645	D	\$ 52.88	474,107.9	D	
Common Stock	12/12/2006		M			23,742	A	\$ 43.99	497,849.9	D	
Common Stock	12/12/2006		F			19,750	D	\$ 52.88	478,099.9	D	

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Common Stock	12/12/2006	F	1,749	D	\$ 52.88	476,350.9	D	
Common Stock	12/12/2006	M	9,182	A	\$ 43.9	485,532.9	D	
Common Stock	12/12/2006	F	7,622	D	\$ 52.88	477,910.9	D	
Common Stock	12/12/2006	F	684	D	\$ 52.88	477,226.9	D	
Common Stock	12/12/2006	M	13,480	A	\$ 43.9	490,706.9	D	
Common Stock	12/12/2006	F	11,190	D	\$ 52.88	479,516.9	D	
Common Stock	12/12/2006	F	1,004	D	\$ 52.88	478,512.9	D	
Common Stock						1,937.8	I	By 401(k) Plan

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

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(9-02)

**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of 3
Employee Stock Options (Right to Buy)	\$ 43.5647	12/12/2006		M	8,346	07/30/2002 11/02/2008	Common Stock	8	
Employee Stock Options (Right to Buy)	\$ 43.9	12/12/2006		M	13,480	01/28/2005 11/02/2008	Common Stock	13	

Employee Stock Options (Right to Buy)	\$ 43.9	12/12/2006	M	9,182	01/28/2005	11/02/2008	Common Stock	9
Employee Stock Options (Right to Buy)	\$ 43.99	12/12/2006	M	23,742	01/20/2005	11/02/2008	Common Stock	23
Employee Stock Options (Right to Buy)	\$ 52.88	12/12/2006	A	7,520	06/12/2007	11/02/2008	Common Stock	7
Employee Stock Options (Right to Buy)	\$ 52.88	12/12/2006	A	21,499	06/12/2007	11/02/2008	Common Stock	21
Employee Stock Options (Right to Buy)	\$ 52.88	12/12/2006	A	8,306	06/12/2007	11/02/2008	Common Stock	8
Employee Stock Options (Right to Buy)	\$ 52.88	12/12/2006	A	12,194	06/12/2007	11/02/2008	Common Stock	12

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMSON TODD S C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043			Chair/CEO Global Wealth Mgt.	

## Signatures

Todd S. Thomson by Glenn S. Gray,  
Attorney-in-Fact

12/14/2006

\*\*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).

### Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 92

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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