#### **CITIGROUP INC**

Form 4 January 24, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number: January 31,

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * KADEN LEWIS B			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)	3. Date of Earliest Transaction	(Enter an approach)				
C/O CORPORATE LAW DEP'T, CITIGROUP INC., 425 PARK AVENUE			(Month/Day/Year) 01/22/2007	Director 10% Owner X Officer (give title Other (specify below)  Vice Chairman/Chief Admin Off				
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group					
NEW YORK,	, NY 10043		Filed(Month/Day/Year)	Applicable Line) _X_ 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. 4. Securities Transaction Disposed Code (Instr. 3, 4 at (Instr. 8)		(A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/22/2007		Code V	Amount 11,200.3 (1)	or (D) D	Price \$ 54.55	(Instr. 3 and 4) 144,707.3	D		
Common Stock							3,289	I	By Spouse	
Common Stock							195.9	I	By Child	
Common Stock							131	I	By Child	

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	int of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						F
					(A) or						R
					Disposed						T
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TP:41	or		
						Exercisable Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KADEN LEWIS B C/O CORPORATE LAW DEP'T, CITIGROUP INC. 425 PARK AVENUE NEW YORK, NY 10043

Vice Chairman/Chief Admin Off

### **Signatures**

Lewis B Kaden by Glenn S. Gray, Attorney-in-Fact

01/24/2007

Date

\*\*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) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of previously awarded 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.

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