#### Edgar Filing: CITIGROUP INC - Form 4

CITIGROUP	P INC											
Form 4	_											
July 14, 2005											PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check thi if no long		0 /							Expires:	January 31,		
subject to Section 1 Form 4 or			SEC	URI	TIES			NERSHIP OF	Estimated a burden hou response	rs per		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	ns Section 17(a	) of the F	Public Ut	ility H	loldi		pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	Responses)											
WEILL SANFORD I Symbo				ssuer Name <b>and</b> Ticker or Trading ool IGROUP INC [C]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	iddle)	3. Date of Earliest Transaction					(Chec	ek an applicable)			
			(Month/Day/Year) 07/12/2005						_X_ Director _X_ Officer (give below)	e title Other (specify below) Chairman		
	(Street) 4. If Amen Filed(Month				ıdment, Date Original h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORE	K, NY 10043								Form filed by M Person	Iore than One Re	eporting	
(City)	(State) (2	Zip)	Table	e I - No	n-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly 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 Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)					5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	p 7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/12/2005			G	V	46,000	D	\$0	16,395,735 ( <u>1)</u> ( <u>2</u> )	D		
Common Stock									39,419.9	Ι	By 401(k) Plan.	
Common Stock									600 <u>(3)</u>	Ι	By Spouse.	

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 (9-02) required to respond unless the form

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# 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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	(Month/Day/Year) vative rities uired or osed 0)		7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

### **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
FB	Director	10% Owner	Officer	Other		
WEILL SANFORD I C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	х		Chairman			
Signatures						
Sanford I. Weill by Shelley J. Dropkin, Attorney-in-Fact	07/14/2005					
**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).
- (1) Includes 6,965.1 deferred shares of common stock held under The Travelers Insurance Company Deferred Compensation Plan for Non-Employee Directors for the benefit of the Reporting Person.
- (2) Includes 163,815 shares directly beneficially owned by the Reporting Person in his capacity as trustee of a Grantor Retained Annuity Trust.
- (3) The Reporting Person disclaims beneficial ownership of these securities.

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.