CITIGROUP INC

Form 4 June 14, 2005

FORM 4

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

OMB Number:

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WEILL SANFORD I Issuer Symbol CITIGROUP INC [C] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O CITIGROUP INC. 06/13/2005 below) below) CORPORATE LAW DEPT., 425 Chairman PARK AVENUE, 2ND FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10043

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		Table 1-1von-Derivative Securities Acquired, Disposed of, or Deficically Owned									
1.Title of	2. Transaction Date		3. Transc	ati a	4. Securiti		•	5. Amount of Securities	6.	7. Nature of Indirect	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code		ction(A) or Disposed of (D)			Beneficially	Ownership Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr.	8) V	(Instr. 3, 4) Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership I) (Instr. 4)	
Common Stock	06/13/2005		G	V	17,100	D	\$0	16,441,671.1 (1) (2)	D		
Common Stock								39,420.1	I	By 401(k) Plan	
Common Stock								600 (3)	I	By Spouse.	

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

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number.

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. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Numbe	Number			
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
WEILL SANFORD I C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK NY 10043	X		Chairman			

Signatures

Sanford I. Weill 06/14/2005

**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 6,901.1 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 295,946 shares directly beneficially owned by the Reporting Person in his capacity as trustee of two Grantor Retained Annuity Trusts.
- (3) The Reporting Person disclaims beneficial ownership of these securities.

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