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

CITIGROU	P INC										
Form 4 April 04, 20	06										
FORM	ЛЛ								OMB AF	PPROVAL	
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check th if no long	ger					- ~-			Expires:	January 31 2005	
subject to Section 16. Form 4 or				GES IN SECUF		TCLA	AL OWI	NERSHIP OF	Estimated a burden hou response	verage	
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(	a) of the l	Public U		ding Co	npan	y Act of	e Act of 1934, 1935 or Sectior 0			
(Print or Type ]	Responses)										
PARSONS RICHARD D Symbol			r Name <b>and</b> ROUP IN		Trad	ing	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	Middle)	3. Date o	f Earliest T	ransaction			(Check			
CORPORA	ROUP INC. TE LAW DEPT., ENUE, 2ND FLO		(Month/I 04/01/2	Day/Year) 006				X Director Officer (give t below)		Owner er (specify	
(Street) 4. If Amer				endment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Mo	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by O Form filed by M			
NEW YOR	K, NY 10043							Person		porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed of,	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 Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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 Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D)	Price	(insure and i)		See	
Common Stock	04/01/2006			А	80.6 (1)	А	\$ 46.517	23,560.6 <u>(2)</u>	Ι	footnote (2)	
Common Stock	04/01/2006			J	248.3 (3)	A	\$ 46.517	23,808.9 <u>(2)</u> (4)	I	See footnotes (2) & (4)	
Common Stock								5,000	D		

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PARSONS RICHARD D C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	Х					
Signatures						
Richard D. Parsons by Glenn S. Gray, Attorney-in-Fact	04/04/2006					
**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).
- (1) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's (2)Compensation Plan for Non-Employee Directors.
- Reinvestment of cash, including dividends and interest, under the Compensation Plan for Non-Employee Directors. (3)
- In addition, the Reporting Person directly beneficially owns 35,867.2948 deferred units pursuant to the Citicorp Directors' Deferred (4) Compensation Plan through which the Reporting Person has the right to acquire 10,356.4 shares of common stock.

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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