

WALSH JEFFREY R  
Form 3  
July 24, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p><b>WALSH JEFFREY R</b></p> <p>(Last) (First) (Middle)</p> <p>CITIGROUP INC., CORPORATE LAW DEPT., 425 PARK AVENUE, 2ND FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10043</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/21/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><b>CITIGROUP INC [C]</b></p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>Controller</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,150	D	À
Common Stock	3,314	I	By 401K Plan

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	07/20/2005	01/20/2010	Common Stock	12,000 <sup>(1)</sup>	\$ 49.5	D	Â
Employee Stock Options (Right to Buy)	01/20/2008	01/16/2013	Common Stock	4,047.31 <sup>(1)</sup>	\$ 54.38	D	Â
Employee Stock Options (Right to Buy)	01/20/2007	01/17/2012	Common Stock	4,244.24 <sup>(1)</sup>	\$ 48.92	D	Â
Employee Stock Options (Right to Buy)	01/20/2006	01/18/2011	Common Stock	5,628.55 <sup>(1)</sup>	\$ 47.5	D	Â
Employee Stock Options (Right to Buy)	07/13/2003	02/13/2012	Common Stock	10,721.99 <sup>(1)</sup>	\$ 42.1097	D	Â
Employee Stock Options (Right to Buy)	07/16/2002	01/16/2011	Common Stock	3,752.7 <sup>(1)</sup>	\$ 49.5477	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH JEFFREY R CITIGROUP INC., CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	Â	Â	Â Controller	Â

## Signatures

Jeffrey R. Walsh by Joseph B. Wollard,  
Attorney-in-Fact

07/24/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) The options vest in annual installments beginning on the date indicated.

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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