### Edgar Filing: BELDA ALAIN J P - Form 4

BELDA ALA	AIN J P											
Form 4												
January 18, 2	_											
FORN	<b>14</b> UNITEI	) STATES	S SECUR	RITIES A	ITIES AND EXCHANGE COMMISSION					PPROVAL		
	UT UT DI				D.C. 205				Number:	3235-0287		
Check the										January 31,		
if no long subject to		MENT O	F CHANGES IN BENEFICIAL OWNERSHIP OF						Expires: 200 Estimated average			
Section 1		SECURITIES					burden hou					
Form 4 o Form 5			Castion 1	(a) = f + b	· Committi	<b>.</b>	. <b>h</b>	- A -t -f 1024	response	0.5		
obligation	•						•	e Act of 1934, f 1935 or Sectio	n			
may cont	inue.			•	Company				11			
See Instru 1(b).	iction	00(11)			company		01 17					
(Print or Type F	Responses)											
1. Name and A	ddress of Reportin	g Person *	2 Issuer	2 James Marris and Tislan an Tardina				5. Relationship of Reporting Person(s) to				
BELDA ALAIN J P				2. Issuer Name <b>and</b> Ticker or Trading Symbol CITIGROUP INC [C]					Issuer			
			•						(Charle all and its black			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)					
			(Month/D	(Month/Day/Year)				_X_ Director10% Owner				
C/O CITIGROUP INC.		01/16/2007				Officer (give title Other (specify below) below)						
	TE LAW DEPT							,	,			
PAKKAVE	NUE, 2ND FL	OOR										
(Street)			4. If Amendment, Date Original				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>					
			Filed(Month/Day/Year)									
NEW YORK, NY 10043												
(City)	(State)	(Zip)				•.			0 <b>D</b> 01 1			
		-					-	uired, Disposed of		•		
1.Title of Security	2. Transaction Da (Month/Day/Yea	ction Date 2A. Deen Day/Year) Execution						5. Amount of Securities	6. Ownership Form: Direct			
(Instr. 3)	(infontial Duff Fou	any	ŕ	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial Ownership			
		(Month/	Day/Year)	(Instr. 8)		Owned Following	Indirect (I)					
								Reported	(Instr. 4)	(Instr. 4)		
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	01/16/2007			А	1,377.2	А	\$0	11,356.9	D			
Stock					(1)							
Common								20,027.6 (2)		See		
Stock							( <u>3)</u>	Ι	footnotes $(2)$ and $(2)$			
										(2) and (3).		

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

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# 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 54.38	01/16/2007		A	8,275.1	01/20/2009	01/16/2013	Common Stock	8,275.

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BELDA ALAIN J P C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	Х					
Signatures						
Alain J.P. Belda by Glenn S. Gray, Attorney-in-Fact		3/2007				
**Signature of Reporting Person	Da	ite				

### **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.
- (2) Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's Compensation Plan for Non-Employee Directors.
- (3) In addition, the Reporting Person directly beneficially owns 14,130.8 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 4,076.6 shares of common stock.

#### **Remarks:**

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 57

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.