

CITIGROUP INC  
Form 4  
February 02, 2005

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CARPENTER MICHAEL A**

(Last) (First) (Middle)

**CITIGROUP INC. CORPORATE  
LAW DEPT., 425 PARK AVENUE,  
2ND FLOOR**

(Street)

**NEW YORK, NY 10043**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**CITIGROUP INC [C]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/01/2005**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chair CEO Global Investments

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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	(A) or (D)	Price		
Common Stock	02/01/2005		M		90,705	A	\$ 46.9537	904,857.8	D
Common Stock	02/01/2005		F		86,828	D	\$ 49.05	818,029.8	D
Common Stock	02/01/2005		F		1,732	D	\$ 49.05	816,297.8	D
Common Stock	02/01/2005		M		53,494	A	\$ 48.9211	869,791.8	D
Common Stock	02/01/2005		F		53,353	D	\$ 49.05	816,438.8	D

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Common Stock	02/01/2005	F	64	D	\$ 49.05	816,374.8	D	
Common Stock						161	I	By 401(k) Plan
Common Stock						450,000	I	By GRATs

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 46.9537	02/01/2005		M	90,705	01/13/2001 02/03/2005	Common Stock 90,705
Employee Stock Options (Right to Buy)	\$ 48.9211	02/01/2005		M	53,494	01/28/2001 02/03/2005	Common Stock 53,494

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARPENTER MICHAEL A CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043	Chair CEO Global Investments

## Signatures

Michael A. Carpenter by Glenn S. Gray,  
Attorney-in-Fact

02/03/2005

\_\_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).

### Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 1,7  
employee stock options representing rights to purchase an equivalent number of shares of common stock, which have various  
prices, exercise dates and expiration dates.

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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