

Gerspach John C
Form 3
March 31, 2005

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)

| | | | | |
|--|---|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gerspach John C | | (Month/Day/Year) | CITIGROUP INC [C] | |
| (Last) | (First) | (Middle) | 03/21/2005 | |
| C/O CORPORATE LAW DEPT, CITIGROUP INC.,Â 425 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | Controller and CAO | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| NEW YORK,Â NYÂ 10043 | | | | |
| (City) | (State) | (Zip) | | |

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 | 105,777.5 | D | Â |
| Common Stock | 79 | I | By Spouse |

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)

| 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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Options (Right to Buy) | 01/20/2002 | 01/20/2008 | Common Stock | 28,258.87 | \$ 22.5004 | D | Â |
| Employee Stock Options (Right to Buy) | 07/12/2004 | 02/12/2009 | Common Stock | 7,999.2 | \$ 32.05 | D | Â |
| Employee Stock Options (Right to Buy) | 07/12/2005 | 02/12/2009 | Common Stock | 7,999.2 | \$ 32.05 | D | Â |
| Employee Stock Options (Right to Buy) | 07/12/2006 | 02/12/2009 | Common Stock | 8,001.6 | \$ 32.05 | D | Â |
| Employee Stock Options (Right to Buy) | 07/20/2005 | 01/20/2010 | Common Stock | 5,332.8 | \$ 49.5 | D | Â |
| Employee Stock Options (Right to Buy) | 07/20/2006 | 01/20/2010 | Common Stock | 5,332.8 | \$ 49.5 | D | Â |
| Employee Stock Options (Right to Buy) | 07/20/2007 | 01/20/2010 | Common Stock | 5,334.4 | \$ 49.5 | D | Â |
| Employee Stock Options (Right to Buy) | 01/16/2000 | 01/16/2006 | Common Stock | 21,348.55 | \$ 12.3577 | D | Â |
| Employee Stock Options (Right to Buy) | 01/21/2001 | 01/21/2007 | Common Stock | 32,676.34 | \$ 20.6118 | D | Â |
| Employee Stock Options (Right to Buy) | 07/18/2004 | 04/18/2010 | Common Stock | 4,574.88 | \$ 41.4452 | D | Â |
| Employee Stock Options (Right to Buy) | 07/18/2005 | 04/18/2010 | Common Stock | 4,574.7 | \$ 41.4452 | D | Â |
| Employee Stock Options (Right to Buy) | 07/16/2004 | 01/16/2011 | Common Stock | 3,216.6 | \$ 49.5477 | D | Â |
| Employee Stock Options (Right to Buy) | 07/16/2005 | 01/16/2011 | Common Stock | 3,216.6 | \$ 49.5477 | D | Â |
| Employee Stock Options (Right to Buy) | 07/16/2006 | 01/16/2011 | Common Stock | 3,216.6 | \$ 49.5477 | D | Â |
| Employee Stock Options (Right to Buy) | 07/13/2004 | 02/13/2012 | Common Stock | 3,860.84 | \$ 42.1097 | D | Â |
| Employee Stock Options (Right to Buy) | 07/13/2005 | 02/13/2012 | Common Stock | 3,859.92 | \$ 42.1097 | D | Â |
| Employee Stock Options (Right to Buy) | 07/13/2006 | 02/13/2012 | Common Stock | 3,859.92 | \$ 42.1097 | D | Â |
| Employee Stock Options (Right to Buy) | 07/13/2007 | 02/13/2012 | Common Stock | 3,859.92 | \$ 42.1097 | D | Â |

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| | | | | | | | |
|---------------------------------------|------------|------------|--------------|-----------|------------|---|---|
| Employee Stock Options (Right to Buy) | 12/06/2000 | 11/02/2008 | Common Stock | 9,848.5 | \$ 46.4728 | D | Â |
| Employee Stock Options (Right to Buy) | 05/07/2001 | 11/02/2008 | Common Stock | 9,973.6 | \$ 51.1799 | D | Â |
| Employee Stock Options (Right to Buy) | 05/05/2002 | 11/02/2008 | Common Stock | 10,237.36 | \$ 43.7699 | D | Â |
| Employee Stock Options (Right to Buy) | 04/09/2004 | 11/02/2008 | Common Stock | 9,500 | \$ 47.56 | D | Â |
| Employee Stock Options (Right to Buy) | 05/03/2004 | 11/02/2008 | Common Stock | 9,806 | \$ 47.4 | D | Â |
| Employee Stock Options (Right to Buy) | 07/06/2004 | 04/18/2010 | Common Stock | 12,331 | \$ 49.79 | D | Â |
| Employee Stock Options (Right to Buy) | 07/23/2004 | 02/13/2012 | Common Stock | 3,433 | \$ 50.69 | D | Â |
| Employee Stock Options (Right to Buy) | 07/16/2002 | 01/16/2011 | Common Stock | 3,216.6 | \$ 49.5477 | D | Â |
| Employee Stock Options (Right to Buy) | 07/16/2003 | 01/16/2011 | Common Stock | 3,216.6 | \$ 49.5477 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gerspach John C C/O CORPORATE LAW DEP'T, CITIGROUP INC. 425 PARK AVENUE NEW YORK, NY 10043 | Â | Â | Â Controller and CAO | Â |

Signatures

John C. Gerspach by Glenn S. Gray,
Attorney-in-Fact

03/31/2005

__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).

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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