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KADEN LEWIS B Form 3 June 24, 2005

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CITIGROUP INC [C] KADEN LEWIS B (Month/Day/Year) 06/14/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O CORPORATE LAW (Check all applicable) DEP'T, CITIGROUP INC., 425 PARK AVENUE 10% Owner Director (Street) Officer _X_ Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Officer-elect (see Remarks) _X_ Form filed by One Reporting Person NEW YORK. NYÂ 10043 _ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 2,300 D Common Stock 3,289 Ι By Spouse Common Stock 195.9 Ι By Child I Common Stock 131 By Child

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 3. Title and Amount of **Expiration Date** (Month/Day/Year)

Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:

Direct (D)

or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable Date

Amount or Title Number of Shares

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KADEN LEWIS B C/O CORPORATE LAW DEP'T, CITIGROUP INC. **425 PARK AVENUE** NEW YORK, NYÂ 10043

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Officer-elect (see Remarks)

Signatures

Lewis B. Kaden by Joseph B. Wollard, Attorney-in-Fact

06/24/2005

**Signature of Reporting Person

Date

Explanation of Responses:

indirectly, as of September 6, 2005.

- 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).

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Remarks:

Under the terms of a Letter Agreement, dated June 14, 2005, between Citigroup Inc. and Lewis B. Kaden, Mr. Kaden will join Citigroup as Vice Chairman and Chief Administrative Officer no later than September 6, 2005. Â The common stock listed in Table I represents the shares Mr. Kaden beneficially owned, directly and indirectly, as of June 14, 2005 and expects to beneficially own, directly and

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.

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