

Cowles James C
Form 4
February 16, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cowles James C

(Last) (First) (Middle)

CITIGROUP INC. CORP LAW
DEPT, 153 EAST 53RD STREET,
19TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CITIGROUP INC [C]

3. Date of Earliest Transaction
(Month/Day/Year)

02/15/2018

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)
CEO, Europe,Middle East&Africa

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 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	02/15/2018		A		24,332.8 (1)	\$ 0	317,193.45 D
Common Stock						80	I By Children
Common Stock						2,000	I By Trust
Common Stock						50.5175	I By 401(K) Plan

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

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(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
Stock Unit	(2)	02/15/2018		A		4,902.86 (2)		(2)	(2)	Common Stock	4,902.86

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cowles James C
CITIGROUP INC. CORP LAW DEPT
153 EAST 53RD STREET, 19TH FLOOR
NEW YORK, NY 10022

CEO, Europe,Middle East&Africa

Signatures

James C. Cowles by Joseph B. Wollard,
Attorney-in-Fact

02/16/2018

__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).

- (1) Award of deferred stock pursuant to the Issuer's 2014 Stock Incentive Plan. This award vests in four equal annual installments beginning on February 20, 2022; none of the award is eligible for immediate sale.

- (2) The Stock Unit is a cash-settled award that vests immediately and will be distributed to the Reporting Person 12 months following the grant date (subject to tax withholding). Each Stock Unit is the economic equivalent of one share of the Issuer's common stock. The cash amount distributed to the Reporting Person will be determined by multiplying the total number of Stock Units by the average of the high and low prices of the Issuer's common stock on February 15, 2019.

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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