

Cowles James C  
Form 4  
February 15, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

CITIGROUP INC. CORP LAW  
DEPT, 388 GREENWICH STREET

(Street)

NEW YORK, NY 10013

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CEO, Europe,Middle East&Africa

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/14/2019                           |  | A                              | (A) Amount 31,629.76 (1)  | \$ 0  | D  |   |
| Common Stock                    | 02/14/2019                           |  | A                              | (A) Amount 6,144.4 (3)  | \$ 0  | D  |   |
| Common Stock                    | 02/14/2019                           |  | F                              | (A) Amount 2,888.4 (4)  | \$ 63.04  | D  |   |
| Common Stock                    |                                      |  |                                |   | 80  | I  | By Children   |
| Common Stock                    |                                      |  |                                |   | 2,000   | I  | By Trust  |

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|              |                        |   |                |
|--------------|------------------------|---|----------------|
| Common Stock | 214,008 <sup>(2)</sup> | I | By Trust       |
| Common Stock | 51.5885                | 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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**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| Cowles James C<br>CITIGROUP INC. CORP LAW DEPT<br>388 GREENWICH STREET<br>NEW YORK, NY 10013 |               |           | CEO, Europe, Middle East & Africa |       |

## Signatures

James C. Cowles by Joseph B. Wollard,  
Attorney-in-Fact 02/15/2019

\*\*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).

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- (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, 2023; none of the award is eligible for immediate sale.
- (2) On April 5, 2018, the Reporting Person transferred 214,008 shares of the Issuer's common stock from his Direct holdings to a trust, the beneficiaries of which are the Reporting Person and his spouse.
- (3) The award vests immediately and is sale-restricted for 12 months following the grant date.
- (4) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the award of stock reported on this Form 4.

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