

CITIGROUP INC  
Form 4  
February 02, 2005

# FORM 4

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

OMB APPROVAL

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## 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 \*  
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  
 Officer (give title below)  Other (specify below)  
Chair CEO Global Investments

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 Ownership (Instr. 4) |            |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) |
| Common Stock                    | 02/01/2005                           |  | M                              |   |   | 90,705 | \$ 46.9537  | 904,857.8  | D                                 |            |
| Common Stock                    | 02/01/2005                           |  | F                              |   |   | 86,828 | \$ 49.05  | 818,029.8  | D                                 |            |
| Common Stock                    | 02/01/2005                           |  | F                              |   |   | 1,732  | \$ 49.05  | 816,297.8  | D                                 |            |
| Common Stock                    | 02/01/2005                           |  | M                              |   |   | 53,494 | \$ 48.9211  | 869,791.8  | D                                 |            |
| Common Stock                    | 02/01/2005                           |  | F                              |   |   | 53,353 | \$ 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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | 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<br>CITIGROUP INC. CORPORATE LAW DEPT.<br>425 PARK AVENUE, 2ND FLOOR<br>NEW YORK, NY 10043 |               |           | Chair CEO<br>Global<br>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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