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Apte Shirish											
Form 4 January 22, 2	2009										
FORM										APPROVAL	
	UNITE	D STATES		RITIES A shington			NGE	COMMISSION	OMB Number:	3235-0287	
Check th if no long							Expires:	January 31, 2005			
subject to Section 1 Form 4 o	F CHAN	IGES IN SECUF		[CIA	LOW	NERSHIP OF	Estimated burden ho response.	l average ours per			
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 1	7(a) of the	Public U		ding Con	ipany	y Act o	ge Act of 1934, f 1935 or Sectio 40	on		
(Print or Type I	Responses)										
			2. Issuer Name and Ticker or Trading Symbol CITIGROUP INC [C]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					(Check an applicable)			
	ROUP INC. TE LAW DEP ENUE 2ND FL		(Month/I 01/20/2	009/Year)				Director X Officer (giv below) CEO, Cet		% Owner her (specify Europe	
(Street) 4. If Ar			4. If Ame	Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
NEW YOR	K, NY 10022		Filed(Mo	nth/Day/Yea	r)			Applicable Line) _X_ Form filed by Form filed by Person	One Reporting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Ac	quired, Disposed o	of, or Benefici	allv Owned	
1.Title of Security (Instr. 3)	Citle of curity2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if		3.	4. Securiti or(A) or Dis (Instr. 3, 4	ies Ac sposed	equired l of (D)	5. Amount of Securities6.BeneficiallyForm: Di OwnedOwned(D) orFollowingIndirect (ReportedTransaction(s)Following		7. Nature of Indirect t Beneficial Ownership (Instr. 4)		
Common Stock	01/20/2009			Code V F	Amount 25,673	(D) D	Price \$ 3.19	(Instr. 3 and 4) 126,672.3	D		
Common Stock								81,354	I	By family investment company	
Common Stock								1,801	I	By 401(k) Plan	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. 3. Transaction Date 3A. Deemed Conversion (Month/Day/Year) Execution D		3A. Deemed Execution Date, if	4. Transactio	5. onNumber				tle and unt of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(nondi, Day Toli)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/ e		Under Secur	erlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	rting O	wners									
		~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		Relationships							

Reporting Owner Name / Address		iteration (in the second sec						
	Director	10% Owner	Officer	Other				
Apte Shirish C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE 2ND FLOOR NEW YORK, NY 10022			CEO, Central and East. Europe					
Signatures								
Shirish Apte by Joseph B. Wollard, Attorney-in-Fact	01/2	2/2009						
**Signature of Reporting Person	D	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) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of previously awarded stock.

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.