Edgar Filing: THOMPSON WILLIAM S - Form 4

THOMPSON	N WILLIAM S										
Form 4	010										
January 19, 2	_										
FORM	SECUE	ITIES A	ND EVC			OMMISSION		PPROVAL			
	UNITE	JSIAILS	CATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Check the if no long	ter									January 31	
subject to Section 1	F CHAN	GES IN SECUR		CIAL	NERSHIP OF	Estimated a					
	Form 4 or								burden hours per response 0.		
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)										
1. Name and A THOMPSO	Symbol		Ticker or T	rading	5. Relationship of Reporting Person(s) to Issuer						
			CITIGR	OUP INC	_ [C]			(Check all applicable)			
(Last)	(First)	(Middle)		Earliest Tr	ansaction						
	P INC., CORPO C., 425 PARK A R		(Month/D 01/17/2	-				XDirector Officer (give below)		• Owner er (specify	
	(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				nth/Day/Year	-		Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORI	K, NY 10043							Form filed by M Person	fore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative So	ecuriti	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Executio any	Execution Date, if		3.4. Securities Acquir Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/17/2012			A	4,912.2 (1)	A	\$ 0	12,173.3	D		
Common Stock								20,760	I	By Trust	

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	e any (Month/Da		4. Transacti Code (Instr. 8)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Insti		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Tangible Dividend Enhanced Common Stock (T-DECS)	<u>(2)</u>					<u>(3)</u>	12/15/2012	Common Stock	<u>(4)</u>			
Reporting Owners												
Reporting Owner Name / Address			Directo	Relationships Director 10% Owner Officer Other								
THOMPSON WILLIAM S CITIGROUP INC., CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043			V DEPT. X									

Signatures

William S. Thompson by Joseph B. Wollard, Attorney-in-Fact

**Signature of Reporting Person

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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- Each T-DECS unit is convertible into the Issuer's common stock at a minimum price of \$31.47 per share and a maximum price of \$39.34 (2)per share.
- (3) Each T-DECS unit may be converted into shares of the Issuer's common stock at any time prior to December 15, 2012.
- Based on the Reporting Person's ownership of 4,900 T-DECS units, the Reporting Person has the right to acquire a minimum of 12,455 (4) shares, and a maximum of 15,568 shares, of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

01/19/2012

Date

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