## Edgar Filing: CITIGROUP INC - Form 4

CITICDOUD INC

Form 4											
February 21, 2017								OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or				CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:January 31 200Estimated average burden hours per response0.		
Form 5 obligation may com <i>See</i> Instru- 1(b).	ons Section 17	(a) of the I	Public U	tility Hol		bany A	Act of 1	Act of 1934, 935 or Section			
(Print or Type	Responses)										
Fraser Jane Nind S			2. Issuer Name <b>and</b> Ticker or Trading Symbol CITIGROUP INC [C]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	(Middle)		f Earliest T	ransaction			(Check	all applicable	)	
	JP INC. CORP. L IENT, 153 EAST 9TH FL.		(Month/I 02/20/2	Day/Year) 2017				Director _X Officer (give t eelow) CEO,		Owner er (specify	
				onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10022						_	Form filed by Mo Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Se	ecuriti	es Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code	4. Securities onor Disposed (Instr. 3, 4 a Amount	of (D)		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	02/20/2017			F	5,202.37 (1)	D	\$ 60.12	121,628.91	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Fraser Jane Nind CITIGROUP INC. CORP. LAW DEPARTMENT 153 EAST 53RD STREET, 19TH FL. NEW YORK, NY 10022			CEO, Latin America				
Signatures							
Jane Fraser by Joseph B. Wollard, Attorney-in-Fact	02/21/2	017					
**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) 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.