DERR KENNETH T

Form 4

January 18, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Other (specify

See

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * **DERR KENNETH T**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First)

(Middle)

(Zip)

CITIGROUP INC [C] 3. Date of Earliest Transaction

(Month/Day/Year)

01/16/2007

(Check all applicable) X_ Director 10% Owner

C/O CITIGROUP INC. CORPORATE LAW DEPT., 425

(Street)

(State)

PARK AVENUE, 2ND FLOOR

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Transaction(s)

(Instr. 3 and 4)

Officer (give title

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10043

1.Title of	2. Transaction Date	2A. Deemed
Security	(Month/Day/Year)	Execution Date, if
(Instr. 3)		any
		(Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership **Following** (Instr. 4) (Instr. 4) Reported

or Price Code V Amount (D)

2,754.3 \$0 A A 35,070.5

(A)

Common 01/16/2007 D (1) Stock

Common 22,772.5 (2) I footnotes (3) Stock (2) and (3).

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

Edgar Filing: DERR KENNETH T - Form 4

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

Derivative	Deriv
Security	Secui
(Instr. 5)	Bene
	Owne
	Follo
	Repo
	Trans
	(Instr
	2

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DERR KENNETH T C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043



Signatures

Kenneth T. Derr by Glenn S. Gray, Attorney-in-Fact 01/18/2007

**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) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- (2) Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's Compensation Plan for Non-Employee Directors.
- (3) In addition, the Reporting Person directly beneficially owns 39,279.4 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 11,331.8 shares of 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. 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.

Reporting Owners 2