CITIGROUP INC

Form 4 January 19, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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

See Instruction 30(n) of the Investment Compar

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **RODIN JUDITH** Issuer Symbol CITIGROUP INC [C] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title C/O CITIGROUP INC., 01/17/2012 CORPORATE LAW DEPT., 425 PARK AVENUE, 2ND FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10043 Person

| (City) | (State) (A | Table Table | e I - Non-D | erivative Se | ecuriti | ies Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|---|--|---|---------|---------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securitie on(A) or Disp (Instr. 3, 4 | posed | 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 | 01/17/2012 | | A | 4,912.2 (1) | A | \$0 | 12,173.3 | D | |
| Common Stock | | | | | | | 7,485.3 (2) | I | See Footnote |
| Common Stock | | | | | | | 36 | Ι | By Spouse |

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 | 2. | 3. Transaction Date (Month/Day/Year) | | 4. | 5. onNumber | 6. Date Exerc | | 7. Titl | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|----------------------|-----------------|----------------|---------------------|--------------------|---------|--|------------------------|---|
| Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Tear) | any (Month/Day/Year) | Code (Instr. 8) | of | | | Under | rlying | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| IDITH | | | | | | |

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



Signatures

Judith Rodin by Joseph B. Wollard, Attorney-in-Fact

01/19/2012

**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.

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.

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