

CITIZENS FINANCIAL GROUP INC/RI

Form 4

November 04, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**ROYAL BANK OF SCOTLAND
GROUP PLC**

(Last) (First) (Middle)

36 ST. ANDREW SQUARE

(Street)

EDINBURGH, X0 EH2 2YB

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**CITIZENS FINANCIAL GROUP
INC/RI [CFG]**

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)		
			Code	V	Amount (A) or (D)	Price			
Common Stock	11/03/2015		S		110,461,782 (1)	\$ 23.38 (2)	0 (3)	I	See Footnote (3)

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
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SEC 1474
(9-02)

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROYAL BANK OF SCOTLAND GROUP PLC 36 ST. ANDREW SQUARE EDINBURGH, X0 EH2 2YB		X		
ROYAL BANK OF SCOTLAND PLC 36 ST. ANDREW SQUARE EDINBURGH, X0 EH2 2YB		X		
RBSG International Holdings Ltd. 24/25 ST. ANDREW SQUARE EDINBURGH, X0 EH2 1AF		X		

Signatures

The Royal Bank of Scotland Group plc, /s/ Barbara Wallace, Assistant Secretary	11/04/2015
<u> </u> **Signature of Reporting Person	Date

The Royal Bank of Scotland plc, /s/ Barbara Wallace, Assistant Secretary	11/04/2015
**Signature of Reporting Person	Date

RBSG International Holdings Limited, /s/ Sally Sutherland, Secretary	11/04/2015
**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) This amount reflects the number of shares of common stock of the Issuer ("Common Stock") sold by RBSG International Holdings Limited in connection with the Issuer's registered follow-on offering (the "Follow-on Offering"), which closed on November 3, 2015. The material terms of the Follow-on Offering are described in the prospectus supplement dated October 29, 2015, filed by the Issuer with the U.S. Securities and Exchange Commission on November 2, 2015.
- (2)

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This amount represents the \$23.38 per share price of Common Stock received by RBSG International Holdings Limited in connection with the Follow-on Offering.

- (3) Following the sale of 110,461,782 shares of Common Stock in the Follow-on Offering, RBSG International Holdings Limited, a wholly owned subsidiary of The Royal Bank of Scotland Group plc, has fully exited its stake in 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.

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.