

Freiberg Steven J
Form 4
May 03, 2006

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 *
Freiberg Steven J

(Last) (First) (Middle)

CITIGROUP INC. CORPORATE
LAW DEPT., 425 PARK AVENUE
2ND FLOOR

(Street)

NEW YORK, NY 10043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CITIGROUP INC [C]

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

05/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
Co-CEO Global Consumer Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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 | 05/01/2006 | | M | | 11,436 | A | \$ 41.4452 | 327,354.6 D |
| Common Stock | 05/01/2006 | | F | | 9,489 | D | \$ 49.95 | 317,865.6 D |
| Common Stock | 05/01/2006 | | F | | 853 | D | \$ 49.95 | 317,012.6 D |
| Common Stock | | | | | | | | 6,645.9 I |

By 401(k)
Plan

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

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(9-02)

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 | 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 Underlying Security (Instr. 3 and 4) | 8. Amount or Value of Underlying Security (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|--|
| Employee Stock Options (Right to Buy) | \$ 41.4452 | 05/01/2006 | | M | 11,436 | 07/18/2005 04/18/2010 | Common Stock | 11 |
| Employee Stock Options (Right to Buy) | \$ 49.95 | 05/01/2006 | | A | 10,342 | 11/01/2006 04/18/2010 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| Freiberg Steven J CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE 2ND FLOOR NEW YORK, NY 10043 | Director 10% Owner Officer Other Co-CEO Global Consumer Group |

Signatures

Steven J Freiberg by Glenn S. Gray,
Attorney-in-Fact

05/03/2006

__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).

Remarks:

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In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 31

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

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