

CORBAT MICHAEL  
 Form 3  
 April 30, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â CORBAT MICHAEL</p> <p>(Last) (First) (Middle)</p> <p>CITIGROUP INC.,              CORPORATE LAW              DEPT.,Â 425 PARK AVENUE,              2ND FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10043</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/21/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CITIGROUP INC [C]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___ 10% Owner              _X_ Officer ___ Other              (give title below) (specify below)</p> <p>CEO, Citi Holdings</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>_X_ Form filed by One Reporting Person</p> <p>___ Form filed by More than One Reporting Person</p>
--	---	---	--	---	---

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	373,468	D	Â
Common Stock	17,811	I	Family Trust

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: CORBAT MICHAEL - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	07/20/2005	01/18/2010	Common Stock	2,689	\$ 48.01	D	Â
Employee Stock Option (right to buy)	07/23/2004	01/18/2010	Common Stock	2,564	\$ 50.69	D	Â
Employee Stock Option (right to buy)	01/15/2004	01/18/2010	Common Stock	2,687	\$ 47.12	D	Â
Employee Stock Option (right to buy)	07/18/2002	01/18/2010	Common Stock	2,740.54	\$ 46.5399	D	Â
Employee Stock Option (right to buy)	07/23/2001	01/18/2010	Common Stock	2,605.44	\$ 50.2472	D	Â
Employee Stock Option (right to buy)	07/18/2001	01/18/2010	Common Stock	35.38	\$ 50.1889	D	Â
Employee Stock Option (right to buy)	08/07/2005	04/18/2010	Common Stock	2,618	\$ 49.78	D	Â
Employee Stock Option (right to buy)	07/06/2004	04/18/2010	Common Stock	7,690	\$ 49.79	D	Â
Employee Stock Option (right to buy)	11/01/2006	04/18/2010	Common Stock	2,605	\$ 49.95	D	Â
Employee Stock Option (right to buy)	07/16/2006	01/16/2011	Common Stock	16,082.99	\$ 49.5477	D	Â
Employee Stock Option (right to buy)	07/23/2004	02/13/2012	Common Stock	4,764	\$ 50.69	D	Â
Employee Stock Option (right to buy)	01/17/2008	02/13/2012	Common Stock	4,820	\$ 52.46	D	Â
Employee Stock Option (right to buy)	04/05/2007	02/13/2012	Common Stock	14,616	\$ 51.03	D	Â
Employee Stock Option (right to buy)	06/30/2004	06/30/2009	Common Stock	124	\$ 32.22	D	Â
Employee Stock Option (right to buy)	06/30/2005	06/30/2010	Common Stock	91	\$ 43.94	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

CORBAT MICHAEL  
CITIGROUP INC., CORPORATE LAW DEPT.     ^     ^     ^ CEO, Citi Holdings     ^  
425 PARK AVENUE, 2ND FLOOR  
NEW YORK, NY 10043

## Signatures

Michael L. Corbat by Joseph B. Wollard,  
Attorney-in-Fact

04/30/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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.