

CITIGROUP INC

Form 4

November 23, 2016

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 *
Gerspach John C

(Last) (First) (Middle)

C/O CORPORATE LAW DEPT,
CITIGROUP INC., 153 EAST 53RD
STREET, 19TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

CITIGROUP INC [C]

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

11/22/2016

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)

Chief Financial Officer

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)
Common Stock	11/22/2016		M	Amount ⁽¹⁾ 150,000	(A) or (D) A \$ 49.1	402,269.09 ⁽²⁾	D
Common Stock	11/22/2016		F	Amount ⁽³⁾ 141,576.63	(A) or (D) D \$ 55.54	260,692.46 ⁽²⁾	D
Common Stock						14,890 ⁽²⁾	I By 2015 GRAT 1
Common Stock						16,909 ⁽²⁾	I By 2015 GRAT 2
Common Stock						40,000 ⁽⁴⁾	I By 2016 GRAT 1

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Common Stock 40,000 ⁽⁵⁾ I By 2016 GRAT 2

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Options (Right to Buy)	\$ 49.1	11/22/2016		M	150,000 <u>(1)</u>	02/14/2012 02/14/2017	Common Stock 150,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gerspach John C
C/O CORPORATE LAW DEP'T, CITIGROUP INC.
153 EAST 53RD STREET, 19TH FLOOR
NEW YORK, NY 10022

Chief Financial Officer

Signatures

John C. Gerspach by Joseph B. Wollard,
Attorney-in-Fact

11/23/2016

 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) On February 14, 2011, the Issuer awarded 150,000 employee stock options to the Reporting Person in accordance with Rule 16b-3. The transactions reported on this Form 4 are exempted pursuant to Rule 16b-3.

(2)

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Reflects the following distributions from the Reporting Person's current and expired Grantor Retained Annuity Trusts ("GRATs") to the Reporting Person's direct holdings that occurred since his last Form 4 filing on February 18, 2016: 27,330 shares from 2014 GRAT-1 on May 25, 2016; 25,110 shares from 2015 GRAT-1 on May 25, 2016; 23,091 shares from 2015 GRAT-2 on November 9, 2016; and 16,867 shares from 2014 GRAT-2 on November 13, 2016.

- (3) Payment of exercise price and tax liability by withholding securities incident to the exercise of employee stock options issued in accordance with Rule 16b-3.
- (4) On May 10, 2016, the Reporting Person transferred 40,000 shares to the 2016 GRAT-1, of which he is the Trustee.
- (5) On November 9, 2016, the Reporting Person transferred 40,000 shares to the 2016 GRAT-2, of which he is the Trustee.

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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