

CITIGROUP INC

Form 4

February 17, 2017

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cowles James C

(Last) (First) (Middle)

CITIGROUP INC. CORP LAW
DEPT, 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)

02/16/2017

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)
CEO, Europe,Middle East&Africa

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 | 02/16/2017 | | A | 23,825.47 (1) | A \$ 0 | 373,540.16 | D |
| Common Stock | 02/16/2017 | | S | 59,000 (2) | D \$ 60.08 | 314,540.16 | D |
| Common Stock | 02/16/2017 | | S | 1,000 (2) | D \$ 59.94 | 0 | I By Family Partnership |
| Common Stock | | | | | | 80 | I By Children |
| Common Stock | | | | | | 2,000 | I By Trust |

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Common Stock 49.9 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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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Unit | (3) | 02/16/2017 | | A | 5,792.35 (3) | 08/16/2017(3) 08/16/2017(3) | Common Stock 5, |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| Cowles James C CITIGROUP INC. CORP LAW DEPT 153 EAST 53RD STREET, 19TH FLOOR NEW YORK, NY 10022 | Director 10% Owner Officer Other CEO, Europe,Middle East&Africa |

Signatures

James C. Cowles by Joseph B. Wollard,
Attorney-in-Fact 02/17/2017

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) Award of deferred stock pursuant to the Issuer's 2014 Stock Incentive Plan. This award vests in four equal annual installments beginning on February 20, 2021; none of the award is eligible for immediate sale.
- (2) Represents shares the Reporting Person acquired prior to February 16, 2017.
- (3) The Stock Unit is a cash-settled award that vests immediately and will be distributed to the Reporting Person six months following the grant date (subject to tax withholding). Each Stock Unit is the economic equivalent of one share of the Issuer's common stock. The cash amount distributed to the Reporting Person will be determined by multiplying the total number of Stock Units by the average of the high

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and low prices of the Issuer's common stock on August 16, 2017.

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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