Edgar Filing: CITIZENS FINANCIAL GROUP INC/RI - Form 4

CITIZENS FIN Form 4 May 06, 2015	NANCIAL GRO	UP INC/RI								
FORM	Л							OMB A	PPROVAL	
	UNITED S	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287	
Check this if no longer subject to Section 16. Form 4 or	STATEM		SECUR	GES IN BENEFICIAL OWNERSHIP O SECURITIES				Expires: January 20 Estimated average burden hours per response		
Form 5 obligations may continue. See Instruction 1(b). 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 Res	sponses)									
			2. Issuer Name and Ticker or Trading Symbol CITIZENS FINANCIAL GROUP				5. Relationship of Reporting Person(s) to Issuer			
		INC/F	INC/RI [CFG]				(Check all applicable)			
(Last) C/O CITIZEN GROUP, INC BLVD.	of Earliest Transaction Day/Year) 2015				_X_Director10% Owner Officer (give titleOther (specify below)below)					
	(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
STAMFORD	, CT 06901						Form filed by M Person	More than One Re	eporting	
(City)	(State) (Z	Zip) Ta	ble I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
	2. Transaction Date (Month/Day/Year)		3. if Transactio Code	4. Securi onAcquirec Disposec (Instr. 3,	ties l (A) c l of (D	or))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock	05/05/2015		А	2,858 (1)	A	\$0	6,461	D		

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 number.

 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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer Other				
HIGDON LEO I JR C/O CITIZENS FINANCIAL GROUP, INC. 600 WASHINGTON BLVD. STAMFORD, CT 06901	х						
Signatures							
/s/ Lindsey Cameron, as Attorney-in-Fact	05/06/20	15					
**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).
- Reflects a restricted stock unit award granted to the filer pursuant to the Citizens Financial Group, Inc. 2014 Non-Employee Directors (1) Compensation Plan.

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.