

CITIZENS FINANCIAL GROUP INC/RI  
Form 13F-NT  
February 11, 2011

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

FORM 13F

FORM 13F COVER PAGE

Report For the Quarter Ended: December 31, 2010

Check here if Amendment [ ]; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this report:

Name: Citizens Bank  
Address: 870 Westminster Street  
Providence  
Rhode Island 02903  
USA

13F File Number: 028-05954

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Aileen Taylor  
Title: Head of Group Secretariat  
Phone: (+44) 0131 626 4099  
Signature, Place and Date of Signing:

Aileen Taylor Edinburgh, Scotland February 10, 2011

Report Type (check only one.):

- [ ] 13F HOLDINGS REPORT.  
[ X] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

List of Other Managers Reporting for this Manager:

| 13F File Number | Name                                 |
|-----------------|--------------------------------------|
| 028-05855       | The Royal Bank of Scotland Group Plc |