

THOMSON TODD S  
Form 4  
December 21, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THOMSON TODD S

(Last) (First) (Middle)

C/O CITIGROUP INC.  
CORPORATE LAW DEPT., 425  
PARK AVENUE, 2ND FLOOR

(Street)

NEW YORK, NY 10043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CITIGROUP INC [C]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chair/CEO Global Wealth Mgt.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/19/2006		M		20,195	A	\$ 45.44
Common Stock	12/19/2006		F		16,552	D	\$ 55.44
Common Stock	12/19/2006		F		1,596	D	\$ 55.44
Common Stock	12/19/2006		M		28,131	A	\$ 45.73
Common Stock	12/19/2006		F		23,204	D	\$ 55.44
							500,867.9
							484,315.9
							482,719.9
							510,850.9
							487,646.9

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Common Stock	12/19/2006	F	2,159	D	\$ 55.44	485,487.9	D	
Common Stock	12/19/2006	M	2,532	A	\$ 45.73	488,019.9	D	
Common Stock	12/19/2006	F	2,088	D	\$ 55.44	485,931.9	D	
Common Stock	12/19/2006	F	195	D	\$ 55.44	485,736.9	D	
Common Stock	12/19/2006	M	28,460	A	\$ 45.73	514,196.9	D	
Common Stock	12/19/2006	F	23,475	D	\$ 55.44	490,721.9	D	
Common Stock	12/19/2006	F	2,184	D	\$ 55.44	488,537.9	D	
Common Stock	12/19/2006	M	9,184	A	\$ 45.73	497,721.9	D	
Common Stock	12/19/2006	F	7,575	D	\$ 55.44	490,146.9	D	
Common Stock	12/19/2006	F	706	D	\$ 55.44	489,440.9	D	
Common Stock						1,937.8	I	By 401(k)

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

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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to	\$ 45.44	12/19/2006		M		20,195	01/30/2004 07/22/2008	Common Stock	20,195

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Buy)										
Employee Stock Options (Right to Buy)	\$ 45.73	12/19/2006	M	28,131	01/28/2004	07/22/2008	Common Stock	28		
Employee Stock Options (Right to Buy)	\$ 45.73	12/19/2006	M	2,532	01/28/2004	11/02/2008	Common Stock	2		
Employee Stock Options (Right to Buy)	\$ 45.73	12/19/2006	M	28,460	01/28/2004	11/02/2008	Common Stock	28		
Employee Stock Options (Right to Buy)	\$ 45.73	12/19/2006	M	9,184	01/28/2004	11/02/2008	Common Stock	9		
Employee Stock Options (Right to Buy)	\$ 55.44	12/19/2006	A	18,148	06/19/2007	07/22/2008	Common Stock	18		
Employee Stock Options (Right to Buy)	\$ 55.44	12/19/2006	A	2,283	06/19/2007	11/02/2008	Common Stock	2		
Employee Stock Options (Right to Buy)	\$ 55.44	12/19/2006	A	25,659	06/19/2007	11/02/2008	Common Stock	25		
Employee Stock Options (Right to Buy)	\$ 55.44	12/19/2006	A	8,281	06/19/2007	11/02/2008	Common Stock	8		
Employee Stock Options (Right to Buy)	\$ 55.44	12/19/2006	A	25,363	06/19/2007	07/22/2008	Common Stock	25		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMSON TODD S C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10043			Chair/CEO Global Wealth Mgt.	

## Signatures

Todd S. Thomson by Shelley J. Dropkin, Attorney-in-Fact	12/21/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

### Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 66

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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