

CITIGROUP INC  
Form 4  
June 21, 2006

**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 \*  
**RUBIN ROBERT E**

(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)

**06/19/2006**

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)

Office of the Chairman

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 06/19/2006                              |                                                             | M                                    |                                                                         | 234,353                                                                                                            | A                                                                       | \$<br>33.4447                                                     |
| Common<br>Stock                       | 06/19/2006                              |                                                             | F                                    |                                                                         | 162,073                                                                                                            | D                                                                       | \$ 48.36                                                          |
| Common<br>Stock                       | 06/19/2006                              |                                                             | F                                    |                                                                         | 34,551                                                                                                             | D                                                                       | \$ 48.36                                                          |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 841,813.9                                                         |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 679,740.9                                                         |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 645,189.9                                                         |

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**

SEC 1474  
(9-02)

**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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying Se<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                           | Date<br>Exercisable Expiration<br>Date                         | Title                                             |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 33.4447                                                            | 06/19/2006                              |                                                             | M                                       | 234,353                                                                                             | 10/26/2004 10/26/2009                                          | Common<br>Stock                                   |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 48.36                                                              | 06/19/2006                              |                                                             | A                                       | 196,624                                                                                             | 12/19/2006 10/26/2009                                          | Common<br>Stock                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships                    |
|--------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                              | Director 10% Owner Officer Other |
| RUBIN ROBERT E<br>C/O CITIGROUP INC. CORPORATE LAW DEPT.<br>425 PARK AVENUE, 2ND FLOOR<br>NEW YORK, NY 10043 | X Office of the Chairman         |

## Signatures

Robert E. Rubin by Glenn S. Gray,  
Attorney-in-Fact 06/21/2006

\_\_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).

### Remarks:

In total (including the employee stock options reported in Table II, above), the Reporting Person directly beneficially owns 4,641,283 employee stock options representing rights to purchase an equivalent number of shares of common stock, which have

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various exercise prices, exercise dates and expiration dates.

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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