Edgar Filing: CITIGROUP INC - Form 4

CITIGROUP IN Form 4	С								
November 16, 20	016								
FORM 4				FUCHANC	E GO			OMB APPRO	VAL
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction							umber:	85-0287	
						Estimated average burden hours per response age Act of 1934, of 1935 or Section			
<i>See</i> Instructio 1(b).	n J	o(ii) of the invest		ilpany Act of	1740				
(Print or Type Resp	onses)								
1. Name and Addre Mills William	ess of Reporting Perso	n [*] 2. Issuer Nan Symbol CITIGROU		-		suer		porting Person(s) t	0
(Last)	(First) (Middle) 3. Date of Earl	3. Date of Earliest Transaction (Check					l applicable)	
C/O CITIGROU CORPORATE I EAST 53RD ST FLOOR	LAW DEPT., 153	(Month/Day/Y 11/16/2016	ear)			Director _X Office elow)	er (give title	10% Owner Other (spec below) rth America	
	(Street)	4. If Amendme	ent, Date Or	iginal	6.	. Individua	al or Joint/0	Group Filing(Chec	k
		Filed(Month/Da	y/Year)				ed by One H	Reporting Person than One Reporting	
NEW YORK, N	VY 10022				Pe	rorm me erson	ed by More	unan One Reporting	
(City)	(State) (Zip)	Table I - 1	Non-Deriva	ative Securities	Acquir	red, Dispo	osed of, or	Beneficially Own	ned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and) 5) (A) or		5. Amount Securities Beneficial Owned Following Reported Transactio (Instr. 3 ar	Ownership ly Form: Direct (D) or Indirect (I) on(s) (Instr. 4)	7. Nature of Indirec Beneficia Ownershi (Instr. 4)
Common Stock	11/16/2016		Code V M	Amount 150,000 (1)	(D) A	Price \$ 49.1	617,140	.98 D	
Common Stock	11/16/2016		F	142,880.49 (2)	D	\$ 55.45	474,260.	.49 D	
Common Stock							410	Ι	By Spouse
Common Stock							155.4	Ι	By 401(K) Plan
							1,000	D	

Edgar Filing: CITIGROUP INC - Form 4

5.95% Fixed/Floating Rate Noncumulative Pref., Series Q

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Options (Right to Buy)	\$ 49.1	11/16/2016		М		150,000 (1)	02/14/2012	02/14/2017	Common Stock	150,0

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Mills William C/O CITIGROUP INC. CORPORATE LAW DEPT. 153 EAST 53RD STREET, 19TH FLOOR NEW YORK, NY 10022			CEO, North America				
Signatures							
William J. Mills by Joseph B. Wollard, Attorney-in-Fact	1	1/16/2016					
**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).

Edgar Filing: CITIGROUP INC - Form 4

- (1) On February 14, 2011, the Issuer awarded 150,000 employee stock options to the Reporting Person in accordance with Rule 16b-3. The transactions reported on this Form 4 are exempted pursuant to Rule 16b-3.
- (2) Payment of exercise price and tax liability by withholding securities incident to the exercise of employee stock options issued in accordance with Rule 16b-3.

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.