

CITIGROUP INC  
Form 4  
February 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Humer Franz B

(Last) (First) (Middle)

C/O CITIGROUP INC.,  
CORPORATE LAW DEPT., 601  
LEXINGTON AVENUE, 19TH  
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/18/2014

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/18/2014		A		3,020.2 (1)	A	\$ 0
					10,628.3	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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

**Edgar Filing: CITIGROUP INC - Form 4**

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Humer Franz B  
 C/O CITIGROUP INC., CORPORATE LAW DEPT.  
 601 LEXINGTON AVENUE, 19TH FLOOR  
 NEW YORK, NY 10022

X

## Signatures

Franz B. Hummer by Joseph B. Wollard,  
 Attorney-in-Fact

02/20/2014

\*\*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).

(1) Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.

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. size:10pt;">

141

895

—

—

141

895

1,036

(60  
)

2011

09/17/13

12 to 40 Years

Temple, TX

(b)

414

897

—

—

414

897

1,311

(67  
)

2012

10/29/13

13 to 40 Years

Explanation of Responses:

Texarkana, AR

(a)

303

201

—

—

303

201

504

(28

)

1988

03/31/14

4 to 20 Years

Topeka, KS

(b)

313

882

—

—

Explanation of Responses:

313

882

1,195

(67  
)

2012

10/29/13

13 to 40 Years

Tornillo, TX

(b)

255

818

—

—

255

818

1,073

(66  
)

2012

10/29/13

13 to 40 Years

Walters, OK

(b)

173

1,042

—

—

173

1,042

1,215

(72  
)

2012

10/29/13

13 to 40 Years

Western Grove, AR

(d)

391

595

—

Explanation of Responses:

—

391

595

986

(32  
)

2014

12/15/14

14 to 40 Years

Wetumpka, AL

(b)

303

784

—

—

303

784

1,087

(60  
)

Explanation of Responses:

2011

09/17/13

12 to 40 Years

Wilburton, OK

(d)

522

887

—

—

522

887

1,409

(38  
)

2014

12/15/14

14 to 40 Years

Car Washes

Abilene, TX	(d)	2,733	3,079	—	—	2,733	3,079	5,812	(105 )	1993	04/07/15	15 to 30 Years
Albuquerque, NM	(a)	2,472	2,117	—	—	2,472	2,117	4,589	(215 )	2005	05/13/14	15 to 30 Years
Albuquerque, NM	(a)	2,657	3,225	—	—	2,657	3,225	5,882	(335 )	1960	05/13/14	15 to 30 Years

Explanation of Responses:



Albuquerque, (a) 1,179 — — — 1,179 — 1,179 — (f) 05/13/14 (f)  
NM

188

---

Edgar Filing: CITIGROUP INC - Form 4

Table of Contents

Encumbrances Description (e)	Initial Cost to Company			Cost Capitalized Subsequent to Acquisition including impairment			Gross Amount at December 31, 2015 (g)			Total	Final Accum	
	Land and Improvements	Buildings, Improvements	Improvements/Land	Improvements/building	Land and Improvements	Buildings, Improvements	Land and Improvements	Buildings, Improvements	Land and Improvements			
Albuquerque, NM	(a)	1,151	1,677	—	—	1,151	1,677	2,828	(148 )	1976	05/13/14	15 to 30 Years
Albuquerque, NM	(a)	1,563	2,700	—	—	1,563	2,700	4,263	(196 )	1994	05/13/14	15 to 30 Years
Albuquerque, NM	(a)	2,586	2,742	—	—	2,586	2,742	5,328	(234 )	2002	05/13/14	15 to 30 Years
Arlington, TN	(d)	868	1,487	—	—	868	1,487	2,355	(17 )	2010	09/30/15	15 to 30 Years
Boise, ID	(a)	2,155	2,488	—	—	2,155	2,488	4,643	(401 )	2004	05/15/13	15 to 30 Years
Boise, ID	(a)	217	—	—	—	217	—	217	(5 )	Land Only	05/15/13	15 to 30 Years
Edgewater, MD	(d)	4,720	1,460	—	—	4,720	1,460	6,180	(78 )	2005	01/21/15	15 to 30 Years
Edmond, OK	(d)	644	1,896	—	—	644	1,896	2,540	(19 )	2005	09/30/15	15 to 30 Years
Houston, TX	(a)	1,703	1,221	—	—	1,703	1,221	2,924	(130 )	1991	06/18/14	15 to 30 Years
Madison, WI	(d)	564	1,623	—	—	564	1,623	2,187	(31 )	1956	06/30/15	15 to 30 Years
Madison, WI	(d)	612	1,775	—	—	612	1,775	2,387	(40 )	1958	06/30/15	15 to 30 Years
Madison, WI	(d)	905	2,728	—	—	905	2,728	3,633	(56 )	1961	06/30/15	15 to 30 Years
Meridian, ID	(a)	1,924	2,170	—	—	1,924	2,170	4,094	(373 )	2006	05/15/13	15 to 30 Years
Millersville, MD	(d)	2,250	1,635	—	—	2,250	1,635	3,885	(70 )	2007	01/21/15	15 to 30 Years

Explanation of Responses:

Edgar Filing: CITIGROUP INC - Form 4

Nampa, ID	(a)	3,240	2,343	—	—	3,240	2,343	5,583	(435 )	2010	05/15/13	15 to 30 Years	
Oklahoma City, OK	(d)	545	1,995	—	—	545	1,995	2,540	(19 )	2005	09/30/15	15 to 30 Years	
Oklahoma City, OK	(d)	1,004	1,933	—	—	1,004	1,933	2,937	(21 )	2005	09/30/15	15 to 30 Years	
Rockford, IL	(d)	706	2,669	—	—	706	2,669	3,375	(50 )	1959	06/30/15	15 to 30 Years	
Round Rock, TX	(d)	1,167	1,549	—	—	1,167	1,549	2,716	(49 )	2009	05/07/15	15 to 30 Years	
Sherwood, AR	(d)	1,128	1,388	—	—	1,128	1,388	2,516	(18 )	2010	09/30/15	15 to 30 Years	
Siloam Springs, AR	(d)	991	1,884	—	—	991	1,884	2,875	(20 )	2005	09/30/15	15 to 30 Years	
Springdale, AR	(d)	521	2,032	—	—	521	2,032	2,553	(20 )	2005	09/30/15	15 to 30 Years	
Texarkana, TX	(d)	483	1,400	—	—	483	1,400	1,883	(14 )	2010	09/30/15	15 to 30 Years	
Pet Supplies and Service													
Chattanooga, TN	(b)	1,689	2,837	—	—	1,689	2,837	4,526	(243 )	1996	07/17/13	8 to 40 Years	
Daytona Beach, FL	(b)	775	3,880	—	—	775	3,880	4,655	(283 )	1996	07/17/13	8 to 42 Years	
Fredericksburg, VA	(b)	1,783	3,491	—	—	1,783	3,491	5,274	(280 )	1997	07/17/13	8 to 44 Years	
McCarran, NV		21,865	8,333	37,763	—	—	8,333	37,763	46,096	(3,566 )	2008	07/17/13	8 to 40 Years
Wholesale Clubs													
Ft Lauderdale, FL	(d)	6,775	18,649	—	—	6,775	18,649	25,424	(1,571 )	2007	07/17/13	12 to 37 Years	
Haverhill, MA		9,044	3,192	15,353	—	—	3,192	15,353	18,545	(1,494 )	2007	07/17/13	11 to 32 Years
St. Croix, VI		4,035	2,132	5,992	—	—	2,132	5,992	8,124	(548 )	2005	07/17/13	8 to 37 Years
Woodstock, GA	(b)	4,383	16,588	—	—	4,383	16,588	20,971	(1,650 )	2001	07/17/13	8 to 33 Years	

Table of Contents

Encumbrances Description (e)	Initial Cost to Company				Cost Capitalized Subsequent to Acquisition including impairment				Gross Amount at December 31, 2015 (g)		Total	Final Accum	
	Land and Improvements	Buildings, Improvements	Improvements/ Land	Improvements/ building	Land and Improvements	Buildings, Improvements							
Office Supplies													
Alcoa, TN	(d)	918	3,170	—	—	918	3,170	4,088	(247 )	1999	07/17/13	8 to 40 Years	
Angola, IN	(d)	431	2,488	—	—	431	2,488	2,919	(187 )	2000	07/17/13	1 to 44 Years	
Balcones Heights, TX	(b)	1,888	2,117	—	—	1,888	2,117	4,005	(180 )	2009	07/17/13	11 to 46 Years	
Benton, AR		2,130	1,236	1,926	—	—	1,236	1,926	3,162	(184 )	2001	07/17/13	3 to 38 Years
Clarksville, IN		2,900	991	3,161	—	—	991	3,161	4,152	(214 )	2006	07/17/13	3 to 48 Years
Crossville, TN	(d)	668	2,705	—	—	668	2,705	3,373	(205 )	2001	07/17/13	3 to 46 Years	
Dayton, OH	(d)	710	2,417	—	—	710	2,417	3,127	(181 )	2005	07/17/13	8 to 47 Years	
Enterprise, AL		1,850	675	2,239	—	—	675	2,239	2,914	(182 )	2006	07/17/13	8 to 43 Years
Greenville, MS	(d)	583	2,315	—	—	583	2,315	2,898	(204 )	2000	07/17/13	1 to 35 Years	
Greenville, SC		2,955	742	3,026	—	—	742	3,026	3,768	(190 )	2006	07/17/13	3 to 48 Years
Guntersville, AL	(d)	1,039	2,535	—	—	1,039	2,535	3,574	(191 )	2001	07/17/13	2 to 46 Years	
Laurel, MS	(d)	401	2,164	—	—	401	2,164	2,565	(193 )	2002	07/17/13	3 to 35 Years	
London, KY	(d)	1,398	2,061	—	—	1,398	2,061	3,459	(175 )	2001	07/17/13	3 to 46 Years	
Moraine, OH	(d)	781	2,649	—	—	781	2,649	3,430	(205 )	2006	07/17/13	2 to 43 Years	
Morrisville, NC	(b)	408	2,732	—	—	408	2,732	3,140	(194 )	2008	07/17/13	11 to 47 Years	
Orangeburg, SC	(d)	621	2,208	—	—	621	2,208	2,829	(169 )	1999	07/17/13	13 to 45 Years	
Oxford, MS		2,295	1,625	1,024	—	—	1,625	1,024	2,649	(134 )	2006	07/17/13	9 to 33 Years
Peru, IL	(d)	963	2,033	—	—	963	2,033	2,996	(207 )	1998	07/17/13	1 to 35 Years	
Warrensburg, MO	(d)	651	2,261	—	—	651	2,261	2,912	(207 )	2001	07/17/13	3 to 38 Years	

Explanation of Responses:

Edgar Filing: CITIGROUP INC - Form 4

Warsaw, IN	1,846	590	2,504	—	—	590	2,504	3,094	(198 )	1998	07/17/13	44 11 to Years	
Financial Services													
Cross Plains, WI	(d)	1,117	1,479	—	—	1,117	1,479	2,596	(393 )	1988	07/17/13	1 to 22 Years	
Delray Beach, FL	(b)	3,831	16,789	—	—	3,831	16,789	20,620	(1,010 )	1975	07/17/13	8 to 50 Years	
Kennesaw, GA	(d)	3,560	23,583	—	—	3,560	23,583	27,143	(1,618 )	1996	07/17/13	8 to 45 Years	
Yuma, AZ	(b)	2,583	5,221	—	—	2,583	5,221	7,804	(558 )	2007	07/17/13	4 to 46 Years	
Other													
Corpus Christi, TX	(d)	1,790	1,267	—	—	1,790	1,267	3,057	(145 )			2014	
Gillette, WY	(d)	1,520	4,561	—	—	1,520	4,561	6,081	(184 )			2001	
Henderson, CO	(d)	3,240	5,720	—	—	3,240	5,720	8,960	(212 )			1977	
Kings Mountain, NC	(d)	1,774	5,902	—	—	1,774	5,902	7,676	(609 )			2007	
Rio Grande, NJ	(d)	753	3,299	—	—	753	3,299	4,052	(84 )			2006	
Tampa, FL	(d)	1,588	6,134	—	—	1,588	6,134	7,722	(107 )			1990	
		\$690,625	\$2,727,517	\$4,818,285	\$(16,629)	\$(1,804)	\$2,710,888	\$4,816,481	\$7,527,369	\$(860,954)			

Table of Contents

Encumbrances Description (e)	Initial Cost to Company		Cost Capitalized Subsequent to Acquisition including impairment				Total	Final Accum
	Land and Improvements	Buildings, Improvements	Improvements/ Land	Improvements/ building	Land and Improvements	Buildings, Improvements		
(a)	Represents properties collateralized with Master Trust Debt of \$1,692,094.							
(b)	Represents properties collateralized with Fixed CMBS Debt of \$657,547.							
(c)	Represents properties collateralized with Variable CMBS Debt of \$61,758.							
(d)	Represents unencumbered Properties.							
(e)	As of December 31, 2015 certain direct finance lease and held for sale properties had Fixed CMBS encumbrances of \$12,042 and are not included in the table above.							
(f)	Represents Land only properties with no depreciation and therefore date of construction and estimated life for depreciation is not applicable.							
(g)	The aggregate cost of properties for federal income tax purposes is approximately \$6.03 billion at December 31, 2015.							

	2015	2014	2013
Land, buildings, and improvements			
Balance at the beginning of the year	\$7,193,796	\$6,519,293	\$3,365,424
Additions:			
Acquisitions - Cole/Merger	—	—	3,148,943
Acquisitions/capital expenditures/other additions - non-merger	873,344	936,916	402,519
Deductions:			
Dispositions of land, buildings, and improvements	(405,437 )	(99,798 )	(371,960 )
Held for sale	(74,638 )	(123,776 )	(19,611 )
Impairment	(59,696 )	(38,839 )	(6,022 )
Gross Real Estate Balance at close of the year	\$7,527,369	\$7,193,796	\$6,519,293
Accumulated depreciation and amortization			
Balance at the beginning of the year	\$(752,210 )	\$(590,067 )	\$(490,938 )
Additions:			
Depreciation expense	(210,395 )	(194,382 )	(130,285 )
Deductions:			
Dispositions of land, buildings, and improvements	80,965	13,528	26,335
Held for sale	20,686	18,711	4,821
Balance at close of the year	(860,954 )	(752,210 )	(590,067 )
Net Real Estate Investment	\$6,666,415	\$6,441,586	\$5,929,226

SPIRIT REALTY CAPITAL, INC.  
 Schedule IV  
 Mortgage Loans on Real Estate  
 As of December 31, 2015  
 (In thousands)

Mortgage	Stated Interest Rate	Final Maturity Date <sup>(1)</sup>	Periodic Payment Terms	Face Amount	Carrying Amount of Mortgages
Automotive parts and service <3%	8.60% - 9.35%	1/1/2021 3/1/2021	Principal & Interest <sup>(2)</sup>	\$ 30,588	\$ 24,937
Restaurants <3%	9.00% - 10.47%	7/1/2016 7/1/2028	Principal & Interest <sup>(3)</sup>	80,589	75,145
				\$ 111,177	\$ 100,082

<sup>(1)</sup> Reflects current maturity of the investment and does not consider any options to extend beyond the current maturity

<sup>(2)</sup> Balloon payments of \$11.9 million at maturity

<sup>(3)</sup> Balloon payments of \$37.7 million at maturity

	2015	2014	2013
Reconciliation of Mortgage Loans on Real Estate Balance January 1,	\$ 109,046	\$ 117,291	\$ 44,916
Additions during period			
Mortgage loans acquired in Merger Transaction	—	—	66,238
Premium on mortgage loans acquired in Merger	—	—	15,195
New mortgage loans	—	—	650
Deductions during period			
Collections of principal	(6,497 )	(5,720 )	(4,499 )
Foreclosures	—	—	(3,863 )
Amortization of premium	(2,466 )	(2,525 )	(1,334 )
Amortization of capitalized loan origination costs	(1 )	—	(12 )
Mortgage loans receivable December 31,	100,082	109,046	117,291
Equipment and other loans receivable	4,245	379	430
Provision for other loan loss	(324 )	—	—
	3,921	379	430
Total loans receivable	\$ 104,003	\$ 109,425	\$ 117,721

Table of Contents

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SPIRIT REALTY CAPITAL, INC.  
(Registrant)

By: /s/ Phillip D. Joseph, Jr.  
Name: Phillip D. Joseph, Jr.  
Title: Chief Financial Officer, Executive Vice President and  
Treasurer (Principal Financial and Accounting Officer)

Date: February 26, 2016

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Thomas H. Nolan Jr., Phillip D. Joseph, Jr. and Ryan A. Berry, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Form 10-K filed herewith and any and all amendments to said Form 10-K, and generally to do all such things in our names and in our capacities as officers and directors to enable Spirit Realty Capital, Inc. to comply with the provisions of the Securities Exchange Act of 1934, as amended, and all requirements of the Securities and Exchange Commission in connection therewith, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Form 10-K and any and all amendments thereto. Pursuant to the requirements of the Securities and Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Thomas H. Nolan Jr.	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	February 26, 2016
/s/ Phillip D. Joseph, Jr.	Chief Financial Officer, Executive Vice President and Treasurer (Principal Financial and Accounting Officer)	February 26, 2016
/s/ Kevin M. Charlton	Director	February 26, 2016
/s/ Todd A. Dunn	Director	February 26, 2016
/s/ David J. Gilbert	Director	February 26, 2016
/s/ Richard I. Gilchrist	Director	February 26, 2016
/s/ Diane M. Morefield	Director	February 26, 2016
/s/ Sheli Z. Rosenberg	Director	February 26, 2016
/s/ Thomas D. Senkbeil	Director	February 26, 2016
/s/ Nicholas P. Shepherd	Director	February 26, 2016

Explanation of Responses:



