

Cowles James C  
Form 4  
February 15, 2019

**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

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cowles James C

(Last) (First) (Middle)

CITIGROUP INC. CORP LAW  
DEPT, 388 GREENWICH STREET

(Street)

NEW YORK, NY 10013

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CITIGROUP INC [C]

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

02/14/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CEO, Europe,Middle East&Africa

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	02/14/2019		A	31,629.76 (1)	A \$ 0 118,829 (2)	D	
Common Stock	02/14/2019		A	6,144.4 (3)	A \$ 0 124,973.4	D	
Common Stock	02/14/2019		F	2,888.4 (4)	D \$ 63.04 122,085	D	
Common Stock					80	I	By Children
Common Stock					2,000	I	By Trust

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Common Stock	214,008 <u>(2)</u>	I	By Trust
Common Stock	51.5885	I	By 401(K) Plan

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

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SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficial Owned Following Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cowles James C CITIGROUP INC. CORP LAW DEPT 388 GREENWICH STREET NEW YORK, NY 10013			CEO, Europe,Middle East&Africa	

## Signatures

James C. Cowles by Joseph B. Wollard,  
Attorney-in-Fact

02/15/2019

**\*\*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).

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- (1) Award of deferred stock pursuant to the Issuer's 2014 Stock Incentive Plan. This award vests in four equal annual installments beginning on February 20, 2023; none of the award is eligible for immediate sale.
- (2) On April 5, 2018, the Reporting Person transferred 214,008 shares of the Issuer's common stock from his Direct holdings to a trust, the beneficiaries of which are the Reporting Person and his spouse.
- (3) The award vests immediately and is sale-restricted for 12 months following the grant date.
- (4) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the award of stock reported on this Form 4.

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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