

Gerspach John C
 Form 4
 May 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Gerspach John C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O CORPORATE LAW DEPT,
 CITIGROUP INC., 153 EAST 53RD
 STREET, 19TH FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

(Street)
 NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	05/14/2018		G	V	12,966 (1)	D	\$ 0	0 (2)	I	2016 GRAT 1
Common Stock	05/14/2018		J(1)		12,966	A	\$ 0	12,966	I	By Trusts
Common Stock	05/16/2018		S		12,966	D	\$ 72.31 (3)	0	I	By Trusts
Common Stock								254,256.12 (2) (4) (5)	D	
								25,952	I	

Common Stock				2016 GRAT 2
Common Stock	24,886 ⁽⁴⁾	I		2017 GRAT 1
Common Stock	30,000	I		2017 GRAT 2
Common Stock	35,000 ⁽⁵⁾	I		2018 GRAT 1

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gerspach John C
C/O CORPORATE LAW DEP'T, CITIGROUP INC.
153 EAST 53RD STREET, 19TH FLOOR
NEW YORK, NY 10022

Chief Financial Officer

Signatures

John C. Gerspach by Joseph B. Wollard,
Attorney-in-Fact

05/18/2018

__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) On May 14, 2018 the Reporting Person made a gift of 12,966 shares of the Issuer's common stock from the 2016 GRAT 1 to trusts for the benefit of his children. The Reporting Person's wife is the trustee of each of the trusts.

On May 14, 2018 the Reporting Person transferred 11,967 shares of the Issuer's common stock to his direct ownership as a required annuity distribution from the 2016-1 GRAT. As a consequence of the gift of 12,966 shares of the Issuer's common stock reported in Footnote 1 and the distribution of 11,967 shares of the Issuer's common stock reported in Footnote 2, the 2016-1 GRAT no longer owns any shares of the Issuer's common stock.
- (2) This price represents the average sale prices for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from USD \$72.30 to USD \$72.32. Upon request by the SEC staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares and prices at which the transactions were effected.
- (3) On May 14, 2018 the Reporting Person transferred 15,114 shares of the Issuer's common stock to his direct ownership as a required annuity distribution from the 2017-1 GRAT.
- (4) On May 16, 2018 the Reporting Person transferred 35,000 shares of the Issuer's common stock to the 2018-1 GRAT, of which he is the trustee.
- (5)

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.