

Cowles James C
Form 4
February 15, 2019

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) ___ Other (specify below)
CEO, Europe,Middle East&Africa

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/14/2019		A	(A) Amount 31,629.76 (1)	\$ 0	D	
Common Stock	02/14/2019		A	(A) Amount 6,144.4 (3)	\$ 0	D	
Common Stock	02/14/2019		F	(A) Amount 2,888.4 (4)	\$ 63.04	D	
Common Stock					80	I	By Children
Common Stock					2,000	I	By Trust

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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.

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