

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses) Investment Company Act of 1940

1. Name and Address of Reporting Person* PARSONS RICHARD D	2. Issuer Name and Ticker or Trading Symbol CITIGROUP INC C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other
(Last) (First) (Middle) C/O CITIGROUP INC. CORPORA TE LAW DEPT., 425 PARK AVEN (Street) NEW YORK - NY - 10043 (City) (State) (Zip)	3. Date of Earliest Transaction (Month/Day/Year) 07-01-2008	(give title below) (specify below)
	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Execut. Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Sec Beneficially Owned Following Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect or Beneficial Ownership (Instr. 4)
Common Stock	07-01-2008		A	1,099.2 #1 A \$20.47	30,649.8 #2	I	See footnote (2)
Common Stock	07-01-2008		A	462.7 #3 A \$20.47	31,112.5 #2 #4	I	See footnotes (2) and (4)
Common Stock	07-01-2008		A	136.5 #3 A \$20.47	15,838.6 #4	D	

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

1.	2.	3.	3a.	4.	5.	6.	7.	8.	9.	10.	11.
Title of Derivative Security	Conversion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Deemed Executed Date (Month/Day/Year)	Transaction Code (Instr. 8)	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security (Instr. 5)	Number of Derivative Securities Owned Following Transaction (Instr. 4)	Ownership Form of Derivative Security (D) or Indirect (I)	Nature of Indirect Ownership (Instr. 4)

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARSONS RICHARD D C/O CITIGROUP INC. CORPORATE LAW DEPT. 425 PARK AVENUE, 2ND FLOOR NEW YORK NY 10043	X	.		

Explanation of Responses:

- 1 Deferred shares awarded under the Issuer's Compensation Plan for Non-Employee Directors.
- 2 Represents deferred shares of common stock held by the Issuer for the benefit of the Reporting Person pursuant to the Issuer's Compensation Plan for Non-Employee Directors.
- 3 Reinvestment of cash, including dividends and interest, under the Compensation Plan for Non-Employee Directors.
- 4 In addition, the Reporting Person directly beneficially owns 44,551.09 deferred units pursuant to the Citicorp Directors' Deferred Compensation Plan through which the Reporting Person has the right to acquire 12,973.7 shares of common stock.

Remarks:

Signatures

Richard D. Parsons by Glenn S. Gray, Attorney-in-Fact / 07-03-2008

** Signature of Reporting Person / Date

* If the form is filed by more than one reporting person, see Instruction 5(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).

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 specifically asks for their information.