

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
COLE TITLOPE
2. Issuer Name and Ticker or Trading Symbol
CITIGROUP INC [C]
5. Relationship of Reporting Person(s) to Issuer
X Director 10% Owner
6. Individual or Joint/Group Filing
X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
Table with 10 columns: 1. Title of Security, 2. Transaction Date, 2A. Deemed Execution Date, 3. Transaction Code, 4. Securities Acquired, 5. Amount of Securities, 6. Ownership Form, 7. Nature of Indirect Beneficial Ownership.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)
Table with 11 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Securities, 8. Price of Derivative Security, 9. Number of derivative Securities, 10. Ownership Form, 11. Nature of Indirect Beneficial Ownership.

Explanation of Responses:
1. Reinvestment of dividend equivalents under the Issuer's Compensation Plan for Non-Employee Directors.
2. Reflects 1,949,3021 shares of deferred common stock which vested in 4/1/2026 and were transferred to the Reporting Person's deferred compensation account in accordance with the terms of the Issuer's Compensation Plan for Non-Employee Directors.
3. 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.
Signature: Titilope Cole by Joseph B. Wollard, Attorney-in-Fact
Date: 07/02/2026

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

*** Form 4: SEC 1474 (03-26)**