

SEC Form 4

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Fraser Jane Nind</u>			<u>CITIGROUP INC [C]</u>		☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chair & CEO</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
<u>CITIGROUP INC.</u>			<u>01/20/2026</u>			
<u>388 GREENWICH STREET</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)					6. Individual or Joint/Group Filing (Check Applicable Line)	
<u>NEW YORK</u>	<u>NY</u>	<u>10013</u>			☒ Form filed by One Reporting Person	
(City)	(State)	(Zip)			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)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>01/20/2026</u>		<u>F</u>		<u>67,967.91⁽¹⁾</u>	<u>D</u>	<u>\$118.04</u>	<u>818,055.71</u>	<u>D</u>	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
<u>Employee Stock Options (Right to Buy)</u>	<u>\$112.8</u>	<u>01/20/2026</u>		<u>A</u>		<u>55,000</u>	<u>(2)</u>	<u>01/20/2036</u>	<u>Common Stock</u>	<u>55,000</u>	<u>\$0</u>	<u>1,055,000</u>	<u>D</u>

Explanation of Responses:

1. Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of previously awarded stock.

2. Award of stock options to purchase Citigroup Inc. common stock pursuant to the Issuer's 2019 Stock Incentive Plan. This award vests and becomes exercisable in three equal annual installments beginning on January 20, 2029; none of the award is eligible for immediate sale. As stated on the Reporting Person's Amended Form 4 filed on October 24, 2025, the Issuer approved an award of 1,055,000 stock options in October 2025, including 1,000,000 stock options that were granted to the Reporting Person at that time and 55,000 stock options that were granted in January 2026.

Jane Fraser by Joseph B. Wollard, Attorney-in-Fact

01/20/2026

** Signature of Reporting Person Date

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

* 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).

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.