

SEC Form 4

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

Washington, D.C. 20549

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).

☐ 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.

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

OMB APPROVAL

OMB Number: 3235-0287
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hours per response: 0.5

1. Name and Address of Reporting Person * <u>Fraser Jane Nind</u> (Last) (First) (Middle) <u>CITIGROUP INC., CORPORATE LAW DEPARTMENT</u> <u>388 GREENWICH STREET</u> (Street) <u>NEW YORK</u> <u>NY</u> <u>10013</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CITIGROUP INC [C]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) 	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ Officer (give title below) <u>Chief Executive Officer</u> 10% Owner Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
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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			
Common Stock								626,418.22	D	

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Unit	(1)(2)	02/21/2025		A		105,623.36		(1)(2)	(1)(2)	Common Stock	105,623.36	\$0	105,623.36 ⁽¹⁾ (2)	D	

Explanation of Responses:

1. On February 10, 2022 the Reporting Person received from the Issuer a target award of 159,071.33 Performance Share Units ("PSUs"), with the possibility to earn from 0% to 150% of the target award, based on (i) the Issuer's average return on tangible common equity ("RoTCE") over the three-year period ending on December 31, 2024 (the "Performance Period") and (ii) the Issuer's cumulative tangible book value per share ("TBVPS") over the Performance Period. Based on performance during the Performance Period, the Reporting Person is entitled to receive 105,623.36 PSUs.

2. (con't) Each PSU is payable only in cash which is expected to be delivered on or about February 28, 2025. Each PSU is equivalent to the cash value of the average of the closing prices of one share of the Issuer's common stock on the New York Stock Exchange for the twenty trading days immediately preceding January 20, 2025, plus dividends declared on equivalent shares of the Issuer's common stock from December 31, 2021 through February 28, 2025.

Jane Fraser by Joseph B. Wollard,
Attorney-in-Fact 02/24/2025

** 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.