

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-15** | Period of Report: **2013-01-07**  
SEC Accession No. [0001181431-13-003257](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **Cowles James C**

CIK: **1566749**

Type: **3** | Act: **34** | File No.: **001-09924** | Film No.: **13530882**

Mailing Address  
*601 LEXINGTON AVENUE  
NEW YORK NY 10022*

### ISSUER

#### **CITIGROUP INC**

CIK: **831001** | IRS No.: **521568099** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **6021** National commercial banks

Mailing Address  
*399 PARK AVENUE  
NEW YORK NY 10022*

Business Address  
*399 PARK AVENUE  
NEW YORK NY 10022  
2125591000*

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### INITIAL STATEMENT OF 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

<b>1. Name and Address of Reporting Person</b> <u>Cowles James C</u> (Last) (First) (Middle) CITIGROUP INC. CORP LAW DEPT, 601 LEXINGTON AVENUE, 19TH FLOOR (Street) NEW YORK, NY 10022 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/07/2013	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>CITIGROUP INC [C]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>CEO, Europe, Middle East &amp; Africa</u>	<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing</b> (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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	242,073.8	D	
Common Stock	80	I	By Children
Common Stock	1,000	I	By Family Partnership
Common Stock	2,000	I	By Trust
Common Stock	49.4	I	By 401(k) Plan

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (Right to Buy)	04/20/2011 <sup>(1)</sup>	04/20/2016	Common Stock	127,342.7	\$48.8	D	

**Explanation of Responses:**

- The options vested in annual installments beginning on the date indicated.

## Signatures

James C. Cowles by Joseph B. Wollard, Attorney-in-Fact

01/15/2013

\*\* 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.**

LIMITED POWER OF ATTORNEY

I, James Cowles, do hereby nominate, constitute and appoint each of Rohan Weerasinghe, Shelley J. Dropkin, Paula F. Jones and Joseph B. Wollard as my true and lawful attorneys-in-fact and agents, to act in my name, place and stead, to perform any and all acts and things and to execute any and all instruments and documents on my behalf in connection with the filings to be made with the Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, including but not limited to the preparation and filing of Forms 3, 4 and 5 and any amendments thereto, as they relate to my beneficial ownership of Citigroup Inc. securities, and to execute and deliver any other documents or reports as may be necessary in connection therewith.

I hereby give and grant to the above-named attorneys-in-fact full power and authority to undertake any and all actions deemed necessary, proper or convenient in connection with the above-stated reporting requirements as fully as I might or could do if personally present to execute and deliver such documents.

I hereby consent to, ratify and confirm all that the said attorneys-in-fact shall do or cause to be done by virtue of this Power of Attorney. This Power of Attorney shall remain in full force and effect from this date forward until revoked or modified by me. This Power of Attorney shall not be affected by the subsequent disability or incompetence of the principal. I hereby revoke any prior Powers of Attorney relating to the foregoing acts.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 7th day of January, 2013.

By: /s/ James Cowles  
Name: James Cowles

ACKNOWLEDGMENT OF SIGNATURE OF JAMES COWLES:

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 7th day of January, 2013 before me, the undersigned, personally appeared James Cowles, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Patryce Ercolano  
Signature and Name of Notary Public