

13FCOM P 11/14/02

CONFIDENTIAL

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



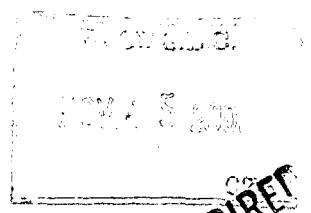
NON-PUBLIC

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2001

Check here if Amendment [ ] ; Amendment Number: \_\_\_\_\_  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.



Institutional Investment Manager Filing this Report:

Name: Citigroup Inc.\*  
Address: 399 Park Avenue  
New York, New York 10043

CONFIDENTIAL TREATMENT EXPIRES

Form 13F File Number: 28-2427

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Joseph B. Wollard  
Title: Assistant Secretary  
Phone: (212) 559-1000

*J. B. Wollard*

PROCESSED

JAN 23 2004

Signature, Place, and Date of Signing:

/s/ Joseph B. Wollard New York, New York November 14, 2001

THOMSON FINANCIAL

Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

\* Indicates institutional investment managers requesting confidential treatment of certain information.

**CONFIDENTIAL TREATMENT REQUESTED**

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Form 13F Summary Page  
September 30, 2001

Report Summary:

Number of Other Included Managers:	5
Form 13F Information Table Entry Total:	48
Form 13F Information Table Value Total:	\$479,426,000

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

<u>No.</u>	<u>Form 13F File Number</u>	<u>Name</u>
1	28-3072	399 Venture Partners, Inc.
2*	28-1876	Associated Madison Companies, Inc.
3	28-6215	Citibank Canada
4	28-5339	Citibank International Plc
5	28-5341	Citibank Investments Limited
6	28-749	Citibank, N.A.
7	28-6217	Citibank (New York State)
8	28-5347	Citibank Overseas Investment Corporation
9	28-1833	Citibank (Switzerland)
10	28-45	Citicorp
11	28-7574	Citicorp Banking Corporation
12	28-6221	Citicorp Funding, Inc.
13	28-6323	Citicorp Strategic Technology Corporation
14	28-1090	Citicorp Venture Capital, Ltd.
15	28-5343	Citigroup Holdings Company
16	28-4024	SSB Citi Fund Management LLC
17*	28-5154	PFS Services, Inc.
18	28-4684	Plaza LLC
19	28-4442	The Robinson-Humphrey Company, LLC
20	28-2568	Salomon Brothers Asset Management Inc.
21	28-7570	Salomon Brothers Europe Limited
22	28-1114	Salomon Brothers Holding Company Inc.
23	28-7568	Salomon Brothers International Limited
24	28-6229	Salomon Brothers UK Equity Limited
25	28-7566	Salomon International LLC
26	28-1109	Salomon Smith Barney Holdings Inc.
27	28-541	Salomon Smith Barney Inc.
28	28-3197	SAMBA Capital Management International Limited
29	28-7564	Saudi American Bank
30	28-5476	Smith Barney Corporate Trust Company
31	28-6251	Citigroup Asset Management Limited
32	28-3308	Travelers Asset Management International Company LLC
33	28-5774	Travelers Property Casualty Corp.
34	28-4686	The Travelers Indemnity Company
35*	28-1299	The Travelers Insurance Company
36*	28-4152	The Travelers Insurance Group Inc.
37	28-2551	The Travelers Investment Management Company
38*	28-6022	Tribeca Management, L.L.C.

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CITIGROUP INC.  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
FORM 13F AS OF 09/30/01

CONFIDENTIAL TREATMENT REQUESTED

NAME OF ISSUER (1)	TITLE OF CLASS (2)	CUSIP (3)	FAIR MARKET SHARES OR PRINCIPAL AMOUNT (4) (5)		INVESTMENT DISCRETION SOLE SHARED (6) (A) (B) (C)		MANAGERS (7)	VOTING AUTHORITY SHARED (8) (B)		NONE (C)
			VALUE (000)	AMOUNT (5)	(A)	(B)		(A)	(B)	
STRATEGY: RISK ARBITRAGE (CONFIDENTIAL TREATMENT REQUESTED UNTIL 12/31/01)										
*** RTS ELAN CORP PLC	EQU	G29539148001	69	429,100	X		2,17,35,36,38			429,100
*** C MAC INDUSTRIES INC	EQU	125920108001	7,803	397,300	X		2,17,35,36,38			397,300
HOT-JOBS.COM INC	EQU	441474103000	1,977	350,000	X		2,17,35,36,38			350,000
LIBERTY FINANCIAL COS INC	EQU	530512102000	1,595	50,000	X		2,17,35,36,38			50,000
ULTRAMAR DIAMOND SHAMROCK CORP EQU	EQU	904000106000	10,890	225,000	X		2,17,35,36,38			225,000

TOTAL MARKET VALUE FOR THIS PAGE 22,334

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			VALUE (000)	AMOUNT (5)	(A)	(B)				
<b>STRATEGY: LONG-TERM ARBITRAGE &amp; CONVERGENCE</b>										
<b>(CONFIDENTIAL TREATMENT REQUESTED UNTIL 11/14/02)</b>										
*** GLOBAL CROSSING CONV PFD	EQ	G3921A126001	1,045	55,000	X		2,17,35,36,38			55,000
*** GLOBAL CROSSING LTD 6.75%	EQ	G3921A134001	5,313	125,000	X		2,17,35,36,38			125,000
AFFILIATED MANAGERS GRP CONV	COR	008252AA6080	5,408	6,000,000	X		2,17,35,36,38			6,000,000
AFFIL MANAGERS GRP CONV	COR	008252AC2080	1,352	1,500,000	X		2,17,35,36,38			1,500,000
AKAMAI TECH CONV	COR	009717AC5080	1,700	4,097,000	X		2,17,35,36,38			4,097,000
ALLIED RISER COMMUNICATIONS	COR	019496AA6080	550	2,000,000	X		2,17,35,36,38			2,000,000
ATMEL CORP CV	COR	049513AD6080	14,125	50,000,000	X		2,17,35,36,38			50,000,000
CV THERAPEUTICS	COR	126667AB0080	10,418	12,495,000	X		2,17,35,36,38			12,495,000
CELL THERAPEUTIC INC CV	COR	150934AA5080	6,352	6,250,000	X		2,17,35,36,38			6,250,000
CEPHALON INC CONV	COR	156708AB5080	10,890	12,000,000	X		2,17,35,36,38			12,000,000
CHARTER COMM INC CONV	COR	16117NAB3080	4,920	5,928,000	X		2,17,35,36,38			5,928,000
CHARTER COMM INC CV	COR	217753AE2080	11,660	14,072,000	X		2,17,35,36,38			14,072,000
COR THERAPEUTICS INDUSTRIAL	COR	269246AB0080	1,273	1,500,000	X		2,17,35,36,38			1,500,000
E TRADE GROUP	COR	269246AC8080	10,747	17,800,000	X		2,17,35,36,38			17,800,000
E TRADE GROUP INC CV	COR	283361AA7080	18,228	25,000,000	X		2,17,35,36,38			25,000,000
EL PASO CORPORATION CONV	COR	283361AA7080	28,700	70,000,000	X		2,17,35,36,38			70,000,000
ENZON INC CONV SUB NOTES	COR	293904AA6080	28,153	31,500,000	X		2,17,35,36,38			31,500,000
GLOBESPAN INC CONV	COR	379571AA0080	6,513	10,000,000	X		2,17,35,36,38			10,000,000
INHALE THERAPEUTICS INC CONV	COR	457191AG9080	5,302	9,750,000	X		2,17,35,36,38			9,750,000
INHALE THERAPEUTICS INC CONV	COR	457191AH7080	3,398	6,250,000	X		2,17,35,36,38			6,250,000
INTERLANT INC CONV	COR	458742AA1080	1,558	9,740,000	X		2,17,35,36,38			9,740,000
IVAX CORP CONV	COR	465823AE2080	13,620	16,000,000	X		2,17,35,36,38			16,000,000
LSI LOGIC CORP SUB NTS	COR	502161AD4080	984	1,000,000	X		2,17,35,36,38			1,000,000
LATTICE SEMICONDUCTOR CORP SUB	COR	518415AC8080	9,244	9,326,000	X		2,17,35,36,38			9,326,000
LUCENT TECHNOLOGIES INC 8% RED	EQ	549463206000	6,760	65,000	X		2,17,35,36,38			65,000
MEDAREX INC CV	COR	583916AA9080	4,496	5,500,000	X		2,17,35,36,38			5,500,000
MERRILL LYNCH & CO CV	COR	590186AA65080	9,775	20,000,000	X		2,17,35,36,38			20,000,000
NETWORK PLUS CONV PFD 7.50%	EQ	64122D050000	250	50,000	X		2,17,35,36,38			50,000
*** NORTEL NETWORKS CORP NEW	COR	656568AA0081	6,300	7,500,000	X		2,17,35,36,38			7,500,000
PROVIDIAN FINANCIAL CORP CONV	COR	74406AAA0080	1,973	3,000,000	X		2,17,35,36,38			3,000,000
PROVIDIAN FINANCIAL CORP CONV	COR	74406AAB8080	16,198	49,650,000	X		2,17,35,36,38			49,650,000
RESMED INC CV	COR	761152AA5080	4,629	4,500,000	X		2,17,35,36,38			4,500,000
ROYAL CARIBBEAN CRUISES LTD	COR	780153AM4080	27,715	92,000,000	X		2,17,35,36,38			92,000,000
SPX CORP CV ZERO CPN-RULE 144A	COR	784635AC8080	7,420	14,000,000	X		2,17,35,36,38			14,000,000
SAMMINA CORP CONV	COR	800907AD9080	172	500,000	X		2,17,35,36,38			500,000
SEPRACOR INC SUB DEB CONV	COR	817315AH7080	16,575	20,000,000	X		2,17,35,36,38			20,000,000
SEPRACOR INC CONV	COR	817315AL8080	50,719	75,000,000	X		2,17,35,36,38			75,000,000
UTS SPRINT CORP	EQ	852061605000	19,880	700,000	X		2,17,35,36,38			700,000
TYCO INFL LTD CONV	COR	902124AC0080	14,975	20,000,000	X		2,17,35,36,38			20,000,000
USTINTERNETWORKING INV CV SUB	COR	917311IAH5080	3,910	23,000,000	X		2,17,35,36,38			23,000,000

393,220

TOTAL MARKET VALUE FOR THIS PAGE

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			VALUE (000)	AMOUNT	PRINCIPAL	(A)	(B)	(C)		SOLE	SHARED	NONE
VERIZON GLOBAL GDG CORP	COR	92343VAA20B0	53,081	95,000,000			X	2,17,35,36,38			95,000,000	
VIMPFCOM CONV	COR	927185AA60B0	9,144	9,500,000			X	2,17,35,36,38			9,500,000	
WESTERN DIGITAL CORP CV S/D	COR	958102AH80B0	1,647	4,575,000			X	2,17,35,36,38			4,575,000	

TOTAL MARKET VALUE FOR THIS PAGE

63,872

TOTAL

479,426