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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2002

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

Institutional Investment Manager Filing this Report:

RECEIVED
OFFICE OF THE SECRETARY
NOV 15 2002

02070012

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

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.

CONFIDENTIAL TREATMENT EXPIRED

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
THOMSON FINANCIAL

Signature, Place, and Date of Signing:

/s/ Joseph B. Wollard New York, New York November 14, 2002

Report Type (Check only one.):

[X] 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).)

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

CONFIDENTIAL TREATMENT REQUESTED

Form 13F Summary Page
September 30, 2002

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Report Summary:

Number of Other Included Managers: 4
Form 13F Information Table Entry Total: 63
Form 13F Information Table Value Total: $ 448,370,000

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.

No.	Form 13F File Number	Name
1*	28-1876	Associated Madison Companies, Inc.
2		AMAD Holdings, 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		Citigroup Alternative Investments LLC
16	28-6251	Citigroup Asset Management Limited
17	28-5343	Citigroup Holdings Company
18*	28-5154	Citigroup Insurance Holding Corporation (f/k/a PFS Services, Inc.)
19		Citigroup Investment Holdings Inc.
20		Citigroup Investments Inc.
21	28-10074	CitiFinancial Credit Company
22	28-10071	Court Square Capital Limited
23	28-4024	Smith Barney Fund Management LLC
24	28-4684	Plaza LLC
25	28-2568	Salomon Brothers Asset Management Inc
26	28-7570	Salomon Brothers Europe Limited
27	28-1114	Salomon Brothers Holding Company Inc
28	28-7568	Salomon Brothers International Limited
29	28-6229	Salomon Brothers UK Equity Limited
30	28-7566	Salomon International LLC
31	28-1109	Salomon Smith Barney Holdings Inc.
32	28-541	Salomon Smith Barney Inc.
33	28-3197	SAMBA Capital Management International Limited
34	28-7564	Saudi American Bank
35	28-10073	Siembra Administradora de Fondos de Jubilaciones y Pensiones S.A.
36	28-5476	Smith Barney Corporate Trust Company
37	28-4686	The Travelers Indemnity Company
38*	28-1299	The Travelers Insurance Company
39	28-2551	The Travelers Investment Management Company
40	28-3308	Travelers Asset Management International Company LLC
41	28-10072	Citicorp Trust Bank, fsb (f/k/a Travelers Bank & Trust, fsb)
42	28-5774	Travelers Insurance Group Holdings Inc.
43	28-4152	Travelers Property Casualty Corp.
44*	28-6022	Tribeca Management, L.L.C.

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

CONFIDENTIAL TREATMENT REQUESTED

CITIGROUP INC.
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
FORM 13F AS OF 09/30/02

NAME OF ISSUER (1)	TITLE OF CLASS (2)	CUSIP (3)	FAIR MARKET VALUE (000) (4)	SHARES OR PRINCIPAL AMOUNT (5)	INVESTMENT DISCRETION SOLE (6) (A)	SHARED (B)	(C)	MANAGERS (7)	VOTING AUTHORITY SOLE (8) (A)	SHARED (B)	NONE (C)
STRATEGY: RISK ARBITRAGE											
(CONFIDENTIAL TREATMENT REQUESTED UNTIL 03/31/03)											
*** RTS ELAN CORP PLC	EQU	G29539148001	2	429,100		X		1,18,38,44			429,100
AT&T CORP	EQU	001957109000	2,604	210,000		X		1,18,38,44			210,000
COMCAST CORP CLASS A	EQU	200300101000	802	35,200		X		1,18,38,44			35,200
DOLE FOOD INC	EQU	256605106000	869	30,000		X		1,18,38,44			30,000
DREYERS GRAND ICE CREAM INC	EQU	261878102000	5,963	85,000		X		1,18,38,44			85,000
FEI CO	EQU	30241L109000	3,524	230,800		X		1,18,38,44			230,800
HISPANIC BROADCASTING CORP	EQU	43357B104000	5,393	275,000		X		1,18,38,44			275,000
HOLLYWOOD CASINO CORP CL A	EQU	436132203000	487	40,000		X		1,18,38,44			40,000
HOWELL CORP	EQU	443051107000	821	40,000		X		1,18,38,44			40,000
INTERNATIONAL SPECIALTY PRODS	EQU	460337108000	112	11,400		X		1,18,38,44			11,400
NATIONAL GOLF PROPERTIES INC	EQU	63623G109000	287	25,000		X		1,18,38,44			25,000
NORTEK INC DEL	EQU	656559101000	2,668	60,700		X		1,18,38,44			60,700
PHARMACIA CORP	EQU	71713U102000	6,437	157,000		X		1,18,38,44			157,000
SYNCOR INTERNATIONAL CORP-DEL	EQU	87157J106000	6,676	200,000		X		1,18,38,44			200,000
TRW INC	EQU	872649108000	4,309	73,400		X		1,18,38,44			73,400
VEECO INSTRUMENTS INC DEL	EQU	922417100000	569	50,000		X		1,18,38,44			50,000
TOTAL MARKET VALUE FOR THIS PAGE				41,523							

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STRATEGY: RISK ARBITRAGE											
(CONFIDENTIAL TREATMENT REQUESTED UNTIL 09/30/03)											
AMERICAN WATER WORKS CO INC	EQU	030411102000	6,290	140,000		X		1,18,38,44			140,000
TOTAL MARKET VALUE FOR THIS PAGE				6,290							

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STRATEGY: LONG-TERM ARBITRAGE & CONVERGENCE											
(CONFIDENTIAL TREATMENT REQUESTED UNTIL 09/30/03)											
AFFILIATED COMPUTER SVCS CONV	COR	008190AF70B0	4,970	4,000,000		X		1,18,38,44			4,000,000
AGERE SYSTEMS INC CV SUB NOTES	COR	00845VAA80B0	478	1,000,000		X		1,18,38,44			1,000,000
ALZA CORP CONV	COR	02261WAB50B0	8,138	10,000,000		X		1,18,38,44			10,000,000
AMGEN INC CONV	COR	031162AE00B0	5,810	8,000,000		X		1,18,38,44			8,000,000
ATMEL CORP CV-ZERO CPN	COR	049513AC80B0	4,235	11,000,000		X		1,18,38,44			11,000,000
ATMEL CORP CV	COR	049513AE40B0	8,628	59,500,000		X		1,18,38,44			59,500,000
AVAYA INC	EQU	053499109000	211	156,400		X		1,18,38,44			156,400
BEST BUY CONV	COR	086516AD30B0	2,630	4,000,000		X		1,18,38,44			4,000,000
CV THERAPEUTICS	COR	126667AB00B0	13,153	18,300,000		X		1,18,38,44			18,300,000
CALPINE CORP CV	COR	131347BA30B0	6,054	14,500,000		X		1,18,38,44			14,500,000
CARNIVAL CORP CONV	COR	143658AS10B0	3,330	6,000,000		X		1,18,38,44			6,000,000
CELL THEREPEUTIC INC CONV	COR	150934AC10B0	2,487	5,750,000		X		1,18,38,44			5,750,000
CEPHALON INC CV	COR	156708AE90B0	9,660	11,500,000		X		1,18,38,44			11,500,000
CHARTER COMMUNICATIONS INC	COR	16117MAC10B0	795	2,000,000		X		1,18,38,44			2,000,000
COMPUTER NETWORK TECH CV	COR	204925AC50B0	628	1,000,000		X		1,18,38,44			1,000,000
COR THERAPEUTICS INDUSTRIAL	COR	217753AD40B0	4,225	4,000,000		X		1,18,38,44			4,000,000
COX COMMUNICATIONS INC	COR	224044BC00B0	7,025	10,000,000		X		1,18,38,44			10,000,000
E*TRADE GROUP CONV	COR	269246AD60B0	28,616	39,000,000		X		1,18,38,44			39,000,000
ECHOSTAR COMM CONV	COR	278762AD10B0	1,464	1,930,000		X		1,18,38,44			1,930,000
ECHOSTAR COMMUNICATIONS CONV	COR	278762AG40B0	22,214	30,070,000		X		1,18,38,44			30,070,000
ELAN FINANCE CORP LTD LIQUID	COR	284129AC70B0	1,650	7,500,000		X		1,18,38,44			7,500,000
ENZON INC CV	COR	293904AB40B0	2,230	3,250,000		X		1,18,38,44			3,250,000
FINISTAR CORP CONV	COR	31787AAC50B0	6,641	17,250,000		X		1,18,38,44			17,250,000
INHALE THERAPEUTICS INC CONV	COR	457191AH70B0	11,097	26,500,000		X		1,18,38,44			26,500,000
LEGG MASON INC CV	COR	524901AG00B0	7,595	15,500,000		X		1,18,38,44			15,500,000
LEHMAN BROS HLDG CONV	COR	524908EC00B0	3,426	3,500,000		X		1,18,38,44			3,500,000
LIBERTY MEDIA CONV	COR	530715AG60B0	20,346	41,000,000		X		1,18,38,44			41,000,000
MERRILL LYNCH & CO CV	COR	590188A650B0	511	1,000,000		X		1,18,38,44			1,000,000
MERRILL LYNCH & CO CONV	COR	590188A730B0	88,559	95,000,000		X		1,18,38,44			95,000,000
MIRANT CORP SR UNSECD CV NOTES	COR	604675AC20B0	7,880	16,000,000		X		1,18,38,44			16,000,000
NEWS AMERICA INC CONV	COR	652482AZ30B0	10,900	23,378,000		X		1,18,38,44			23,378,000
*** NEWS LTD-ADR-NEW	EQU	652487703001	503	25,000		X		1,18,38,44			25,000
*** NORTEL NETWORKS CORP CONV	COR	656568AB80B1	2,491	9,100,000		X		1,18,38,44			9,100,000
OMNICOM GROUP INC CV	COR	681919AM80B0	2,869	3,000,000		X		1,18,38,44			3,000,000
PROFIT RECOVERY GP INTL CONV	COR	743168AA40B0	9,113	5,200,000		X		1,18,38,44			5,200,000
REGENERON PHARMACEUTICAL CV	COR	75886FAB30B0	11,520	15,700,000		X		1,18,38,44			15,700,000
RITE AID CORP CV GLOBAL	COR	767754BA10B0	7,659	11,000,000		X		1,18,38,44			11,000,000
ROYAL CARIBBEAN CRUISES LTD	COR	780153AM40B0	3,230	8,500,000		X		1,18,38,44			8,500,000
SANMINA CORP CONV	COR	800907AD90R0	160	500,000		X		1,18,38,44			500,000
TOTAL MARKET VALUE FOR THIS PAGE				333,131							

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SEPRACOR INC CONV	COR	817315AQ70B0	7,333	14,000,000		X		1,18,38,44			14,000,000
*** STMICROELECTRON NV CONV	COR	861012AB80B1	15,722	19,500,000		X		1,18,38,44			19,500,000
TJX COMPANIES INC CV	COR	872540AL30B0	5,784	7,500,000		X		1,18,38,44			7,500,000
*** TELEFONOS DE MEXICO SA DE	COR	879403AD50B1	20,543	18,000,000		X		1,18,38,44			18,000,000
TERADYNE INC CV	COR	880770AD40B0	9,484	12,500,000		X		1,18,38,44			12,500,000
VECTOR GROUP LTD CONV	COR	92240MAC20B0	4,784	7,374,000		X		1,18,38,44			7,374,000
VIMPELCOM CONV	COR	927185AA60B0	3,776	3,105,000		X		1,18,38,44			3,105,000

TOTAL MARKET VALUE FOR THIS PAGE 67,426

TOTAL 448,370

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