

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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:

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.

Person Signing this Report on Behalf of Reporting Manager:

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

*J. B. Wollard*

Signature, Place, and Date of Signing:

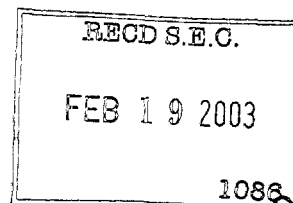
/s/ Joseph B. Wollard New York, New York February 14, 2003

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).)

13FCOMP

1/6/04



CONFIDENTIAL TREATMENT DENIED



03043765

PROCESSED

JAN 23 2004

THOMSON  
FINANCIAL

# CONFIDENTIAL TREATMENT REQUESTED

Form 13F Summary Page  
December 31, 2002

## Report Summary:

Number of Other Included Managers: 4  
Form 13F Information Table Entry Total: 71  
Form 13F Information Table Value Total: \$ 615,507,000

## 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*	28-1876	Associated Madison Companies, Inc.
2	28-10294	AMAD Holdings, Inc.
3	28-5339	Citibank International plc
4	28-5341	Citibank Investments Limited
5	28-749	Citibank, N.A.
6	28-6217	Citibank (New York State)
7	28-5347	Citibank Overseas Investment Corporation
8	28-1833	Citibank (Switzerland)
9	28-45	Citicorp
10	28-7574	Citicorp Banking Corporation
11	28-6221	Citicorp Funding, Inc.
12	28-10072	Citicorp Trust Bank, fsb
13	28-1090	Citicorp Venture Capital Ltd.
14	28-10293	Citigroup Alternative Investments LLC
15	28-6251	Citigroup Asset Management Limited
16	28-5343	Citigroup Holdings Company
17*	28-5154	Citigroup Insurance Holding Corporation
18	28-10296	Citigroup Investment Holdings Inc.
19	28-10295	Citigroup Investments Inc.
20	28-10074	CitiFinancial Credit Company
21	28-10071	Court Square Capital Limited
22	28-4684	Plaza LLC
23	28-2568	Salomon Brothers Asset Management Inc.
24	28-7570	Salomon Brothers Europe Limited
25	28-1114	Salomon Brothers Holding Company Inc.
26	28-7568	Salomon Brothers International Limited
27	28-6229	Salomon Brothers UK Equity Limited
28	28-7566	Salomon International LLC
29	28-1109	Salomon Smith Barney Holdings Inc.
30	28-541	Salomon Smith Barney Inc.
31		Associates First Capital Corporation
32	28-5476	Smith Barney Corporate Trust Company
33	28-4024	Smith Barney Fund Management LLC
34	28-4686	The Travelers Indemnity Company
35*	28-1299	The Travelers Insurance Company
36	28-2551	The Travelers Investment Management Company
37	28-3308	Travelers Asset Management International Company LLC
38	28-5774	Travelers Insurance Group Holdings Inc.
39	28-4152	Travelers Property Casualty Corp.
40*	28-6022	Tribeca Management, L.L.C.

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

CITIGROUP INC.  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
FORM 13F AS OF 12/31/02

CONFIDENTIAL TREATMENT REQUESTED

NAME OF ISSUER (1)	TITLE OF CLASS (2)	CUSIP (3)	FAIR MARKET VALUE (000) (4)	SHARES OR PRINCIPAL AMOUNT (5)	INVESTMENT DISCRETION (6)			MANAGERS (7)	VOTING AUTHORITY (8)			
					SOLE	SHARED	(A) (B) (C)		SOLE	SHARED	(A) (B) (C)	
STRATEGY: RISK ARBITRAGE (CONFIDENTIAL TREATMENT REQUESTED UNTIL 06/30/03)												
*** PRECISE SOFTWARE SOLUTIONS INC	EQU	M61450103001	1,745	105,700		X		1,17,35,40			105,700	
*** PANAMERICAN BEVERAGES INC	EQU	P74823108001	520	25,000		X		1,17,35,40			25,000	
COORSTEK INC	EQU	217020106000	1,663	64,800		X		1,17,35,40			64,800	
DOLE FOOD INC	EQU	256605106000	1,466	45,000		X		1,17,35,40			45,000	
DREYERS GRAND ICE CREAM INC	EQU	261878102000	2,493	35,000		X		1,17,35,40			35,000	
FLORIDAFIRST BANCORP INC NEW	EQU	343256109000	2,077	86,100		X		1,17,35,40			86,100	
HISPANIC BROADCASTING CORP	EQU	433578104000	2,090	95,000		X		1,17,35,40			95,000	
HOLLYWOOD CASINO CORP CL A	EQU	436132203000	622	50,600		X		1,17,35,40			50,600	
HOUSEHOLD INTERNATIONAL INC	EQU	441815107000	2,549	90,000		X		1,17,35,40			90,000	
PHARMACIA CORP	EQU	717130102000	4,456	103,000		X		1,17,35,40			103,000	
TAUBMAN CENTERS INC	EQU	876664103000	406	25,000		X		1,17,35,40			25,000	
WEST ESSEX BANCORP INC	EQU	952699108000	678	19,500		X		1,17,35,40			19,500	

TOTAL MARKET VALUE FOR THIS PAGE 20,765

CITIGROUP INC.  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
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CONFIDENTIAL TREATMENT REQUESTED

(1) NAME OF ISSUER	(2) CLASS	(3) CUSIP	FAIR MARKET SHARES OR			INVESTMENT DISCRETION	MANAGERS (7)	VOTING AUTHORITY	
			(4) VALUE (000)	(5) PRINCIPAL AMOUNT	(6) SOLE SHARED			(8) SHARED	(9) NONE
AMERICAN WATER WORKS CO INC	ST	030411102000	4,780	105,000	X	1,17,35,40			105,000
*** GUCCI GROUP NV NY REG SHS	ST	401566104001	1,466	16,000	X	1,17,35,40			16,000
TOTAL MARKET VALUE FOR THIS PAGE				6,246					

STRATEGY: RISK ARBITRAGE  
(CONFIDENTIAL TREATMENT REQUESTED UNTIL 12/31/03)  
AMERICAN WATER WORKS CO INC EQU 030411102000  
\*\*\* GUCCI GROUP NV NY REG SHS EQU 401566104001

CITIGROUP INC.  
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<b>STRATEGY: LONG-TERM ARBITRAGE &amp; CONVERGENCE</b>								
<b>(CONFIDENTIAL TREATMENT REQUESTED UNTIL 12/31/03)</b>								
ABGENIX INC CV-BK/VENTRY	COR	00339BAB3080	1,681	2,500,000	X	1,17,35,40		2,500,000
AGILENT TECHNOLOGIES INC	COR	00846UAB7080	34,388	35,000,000	X	1,17,35,40		35,000,000
ALKERHES INC CONV BOND	COR	01642TAB4080	62	100,000	X	1,17,35,40		100,000
ALZA CORP CONV	COR	02261WAB5080	1,590	2,000,000	X	1,17,35,40		2,000,000
AMERICAN TOWER CORP CONV	COR	029912AF9080	3,238	5,000,000	X	1,17,35,40		5,000,000
AMGEN INC CONV	COR	031162AE0080	8,223	11,000,000	X	1,17,35,40		11,000,000
ANAST TECHNOLOGIES INC CONV	COR	04648XAB3080	1,011	1,250,000	X	1,17,35,40		1,250,000
ATHEL CORP CV-ZERO CPN	COR	049513AC8080	3,825	9,000,000	X	1,17,35,40		9,000,000
ATHEL CORP CV	COR	049513AE4080	14,777	55,500,000	X	1,17,35,40		55,500,000
BARNES & NOBLE CONV	COR	067774AD1080	476	500,000	X	1,17,35,40		500,000
BEST BUY CONV	COR	086516AD3080	3,060	4,500,000	X	1,17,35,40		4,500,000
CV THERAPEUTICS	COR	126667AB0080	12,627	18,300,000	X	1,17,35,40		18,300,000
CALPINE CORP CV	COR	131347BA3080	5,555	11,000,000	X	1,17,35,40		11,000,000
CARNIVAL CORP CONV	COR	143658AS1080	3,503	6,000,000	X	1,17,35,40		6,000,000
CEPHALON INC CV	COR	156708AE9080	6,037	6,500,000	X	1,17,35,40		6,500,000
CITRIX SYSTEMS INC SUB DEB	COR	172376AB6080	4,049	9,500,000	X	1,17,35,40		9,500,000
CONEXANT SYSTEMS INC CONV	COR	207142AF7080	8,649	18,700,000	X	1,17,35,40		18,700,000
COR THERAPEUTICS INDUSTRIAL	COR	217753AD4080	4,300	4,000,000	X	1,17,35,40		4,000,000
COX COMMUNICATIONS INC CV	COR	224044AX5080	2,269	5,000,000	X	1,17,35,40		5,000,000
COX COMMUNICATIONS INC	COR	224044BC0080	7,250	10,000,000	X	1,17,35,40		10,000,000
D R HORTON INC -0-CPN CONV	COR	23331AAH2080	1,450	2,500,000	X	1,17,35,40		2,500,000
EGL INC CONV	COR	268484AB8080	2,225	2,000,000	X	1,17,35,40		2,000,000
E*TRADE GROUP CONV	COR	269246AD6080	21,469	25,000,000	X	1,17,35,40		25,000,000
ECHOSTAR COMM CONV	COR	278762AD1080	13,744	15,000,000	X	1,17,35,40		15,000,000
ECHOSTAR COMMUNICATIONS CONV	COR	278762AG4080	30,855	33,000,000	X	1,17,35,40		33,000,000
FINISTAR CORP CONV	COR	31787AAC5080	7,073	17,250,000	X	1,17,35,40		17,250,000
GAP INC SR CV NOTES-BK/ZENTRY	COR	364760AJ7080	43,478	34,000,000	X	1,17,35,40		34,000,000
GENERAL MOTORS 4.50% SER A	EQU	370442741000	20,550	833,000	X	1,17,35,40		833,000
GENZYME CORP CONV	COR	372917AK0080	8,359	9,000,000	X	1,17,35,40		9,000,000
HEXCEL CORP CV S/D -REG-	COR	428290AA8080	3,570	6,000,000	X	1,17,35,40		6,000,000
HUMAN GENOME CONV	COR	444903AF5080	15,173	21,000,000	X	1,17,35,40		21,000,000
INHALE THERAPEUTICS INC CONV	COR	457191AH7080	11,275	20,500,000	X	1,17,35,40		20,500,000
INVTROGEN INC CONV	COR	46185RAD2080	16,900	20,000,000	X	1,17,35,40		20,000,000
ISIS PHARMACEUTICALS INC	COR	464337AC8080	5,058	7,000,000	X	1,17,35,40		7,000,000
LABORATORY CORP OF AMER CONV	COR	50540RAC6080	10,069	15,000,000	X	1,17,35,40		15,000,000
LEGG MASON INC CV	COR	524901AG0080	8,002	15,500,000	X	1,17,35,40		15,500,000
LEHRMAN BROS HLDG CONV	COR	524908EC0080	8,447	8,500,000	X	1,17,35,40		8,500,000
LENNAR CORPORATION SENIOR SUB	COR	526057AF1080	11,762	25,500,000	X	1,17,35,40		25,500,000
LIBERTY MEDIA CONV	COR	530715AG6080	17,480	32,000,000	X	1,17,35,40		32,000,000
MEDAREX INC CV	COR	583916AA9080	9,316	14,500,000	X	1,17,35,40		14,500,000

TOTAL MARKET VALUE FOR THIS PAGE 392,825

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			(A)	(B)		(A)	(B)		(A)	(B)	
MERRILL LYNCH & CO CV	COR	590189A65080	530	1,000,000		X		1,17,35,40			1,000,000
MERRILL LYNCH & CO CONV	COR	590189A73080	63,580	65,000,000		X		1,17,35,40			65,000,000
MIRANT CORP SR UNSECD CV NOTES	COR	604675AC2080	14,797	35,230,000		X		1,17,35,40			35,230,000
*** NORTEL NETWORKS CORP CONV	COR	656568AB8081	3,927	7,100,000		X		1,17,35,40			7,100,000
OSI PHARMACEUTICALS INC CV	COR	671040AB9080	9,033	12,700,000		X		1,17,35,40			12,700,000
PROFIT RECOVERY GP INTL CONV	COR	743168AA4080	4,696	3,200,000		X		1,17,35,40			3,200,000
REGENERON PHARMACEUTICAL CV	COR	75886FAB3080	7,250	8,000,000		X		1,17,35,40			8,000,000
RITE AID CORP CV GLOBAL	COR	767754BA1080	7,659	9,500,000		X		1,17,35,40			9,500,000
ROYAL CARIBBEAN CRUISES LTD	COR	780153AM4080	3,538	8,500,000		X		1,17,35,40			8,500,000
SAMINA CORP CONV	COR	800907AD9080	208	500,000		X		1,17,35,40			500,000
SEPRACOR INC CONV	COR	817315AQ7080	5,250	8,000,000		X		1,17,35,40			8,000,000
*** SIMIGROELECTRON NV CONV	COR	861012AB8081	8,111	9,000,000		X		1,17,35,40			9,000,000
TJX COMPANIES INC CV	COR	872540AL3080	11,368	13,600,000		X		1,17,35,40			13,600,000
*** TELEFONOS DE MEXICO SA DE	COR	879403AD5081	37,058	30,500,000		X		1,17,35,40			30,500,000
TERADYNE INC CV	COR	888770AD4080	8,168	9,000,000		X		1,17,35,40			9,000,000
VECTOR GROUP LTD CONV	COR	92240HAC2080	6,058	9,374,000		X		1,17,35,40			9,374,000
VIMPELCOM CONV	COR	927185AA6080	4,440	3,105,000		X		1,17,35,40			3,105,000

195,671

615,507

TOTAL MARKET VALUE FOR THIS PAGE

TOTAL