13FCONP 1/6/04

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2003

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

CONFIDENTIAL TREATMENT DENIED

Institutional Investment Manager Filing this Report:

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

03043768

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: Serena D. Moe
Title: Assistant Secretary
Phone: (212) 559-1000

PROCESSED
JAN 23 2004
THOMSON FINANCIAL

Signature, Place, and Date of Signing:

Serena D. Moe

/s/ Serena D. Moe New York, New York August 14, 2003

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).)

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

CONFIDENTIAL TREATMENT REQUESTED

Form 13F Summary Page
June 30, 2003

Report Summary:

Number of Other Included Managers:	4
Form 13F Information Table Entry Total:	38
Form 13F Information Table Value Total:	$ 383,790,000

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	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	Citigroup Global Markets Europe Limited (f/k/a Salomon Brothers Europe Limited)
25	28-1114	Citigroup Financial Products Inc. (f/k/a Salomon Brothers Holding Company Inc)
26	28-7568	Citigroup Global Markets Limited (f/k/a Salomon Brothers International Limited)
27	28-6229	Citigroup Global Markets UK Equity Limited (f/k/a Salomon Brothers UK Equity Limited)
28	28-7566	Citigroup Global Markets International LLC (f/k/a Salomon International LLC)
29	28-1109	Citigroup Global Markets Holdings Inc. (f/k/a Salomon Smith Barney Holdings Inc.)
30	28-541	Citigroup Global Markets Inc. (f/k/a Salomon Smith Barney Inc.)
31	28-10381	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 LLC

* 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 06/30/03

NAME OF ISSUER (1)	TITLE OF CLASS (2)	CUSIP (3)	FAIR MARKET VALUE (000) (4)	SHARES OR PRINCIPAL AMOUNT (5)	INVESTMENT DISCRETION (6) SOLE (A)	SHARED (B)	SHARED (C)	MANAGERS (7)	VOTING AUTHORITY (8) SOLE (A)	SHARED (B)	NONE (C)
STRATEGY: LONG-TERM ARBITRAGE & CONVERGENCE											
(CONFIDENTIAL TREATMENT REQUESTED UNTIL 06/30/04)											
ADVANCED MICRO DEVICES CONV	COR	007903AE70B0	12,416	16,500,000		X		1,17,35,40			16,500,000
AGILENT TECHNOLOGIES INC	COR	00846UAB70B0	2,944	3,000,000		X		1,17,35,40			3,000,000
AMEREN CORP PFD CV 9.75%	EQU	023608201000	3,123	109,800		X		1,17,35,40			109,800
ATMEL CORP CV	COR	049513AE40B0	13,556	36,030,000		X		1,17,35,40			36,030,000
CALPINE CORP CV	COR	131347BA30B0	452	500,000		X		1,17,35,40			500,000
CELL THERAPEUTIC INC CONV	COR	150934AD90B0	7,335	6,000,000		X		1,17,35,40			6,000,000
COMCAST HOLDINGS CORP 2%	EQU	200300507000	30,400	950,000		X		1,17,35,40			950,000
COMPUTER NETWORK TECH CV	COR	204925AC50B0	855	1,000,000		X		1,17,35,40			1,000,000
COSTCO COMPANIES INC - SUB NTS	COR	22160QAC60B0	8,300	10,000,000		X		1,17,35,40			10,000,000
CURAGEN CORP CONV	COR	23126RAC50B0	11,090	14,105,000		X		1,17,35,40			14,105,000
DUANE READE INC CV STEP UP	COR	263578AC00B0	7,210	14,000,000		X		1,17,35,40			14,000,000
E*TRADE GROUP CONV	COR	269246AD60B0	10,613	10,000,000		X		1,17,35,40			10,000,000
EL PASO CORP DEBS	COR	28336LAC30B0	13,485	31,000,000		X		1,17,35,40			31,000,000
ELAN FINANCE CORP LTD LIQUID	COR	284129AC70B0	18,150	33,000,000		X		1,17,35,40			33,000,000
FINISTAR CORP CONV	COR	31787AAC50B0	12,248	16,750,000		X		1,17,35,40			16,750,000
FORD MOTOR COMPANY CAPITAL TR	EQU	345395206000	75,019	1,761,000		X		1,17,35,40			1,761,000
GENERAL MOTORS 5.25% SER B	EQU	370442733000	15,645	700,000		X		1,17,35,40			700,000
HEXCEL CORP CV S/D -REG-	COR	428290AA80R0	1,490	2,000,000		X		1,17,35,40			2,000,000
IMCLONE SYS INC CV	COR	45245WAD10B0	4,010	4,000,000		X		1,17,35,40			4,000,000
KING PHARM INC CONV	COR	495582AG30B0	905	1,000,000		X		1,17,35,40			1,000,000
KULICKE & SOFFA INDS INC CONV	COR	501242AE10R0	3,135	4,000,000		X		1,17,35,40			4,000,000
LIBERTY MEDIA CONV	COR	530715AG60B0	7,800	12,000,000		X		1,17,35,40			12,000,000
LUCENT TECHNOLOGIES INC CONV	COR	549463AG20B0	2,719	3,000,000		X		1,17,35,40			3,000,000
MEDAREX INC CV	COR	583916AA90B0	9,226	11,000,000		X		1,17,35,40			11,000,000
MERRILL LYNCH & CO CONV	COR	590188A730B0	12,510	12,500,000		X		1,17,35,40			12,500,000
MIRANT CORP CONV	COR	604675AB40B0	19,305	26,000,000		X		1,17,35,40			26,000,000
*** NORTEL NETWORKS CORP CONV	COR	656568AB80B1	13,125	17,500,000		X		1,17,35,40			17,500,000
OSI PHARMACEUTICALS INC CV	COR	671040AB90B0	8,765	8,700,000		X		1,17,35,40			8,700,000
REDBACK NETWORKS INC CV	COR	757209AB70B0	2,641	6,500,000		X		1,17,35,40			6,500,000
REGENERON PHARMACEUTICAL CV	COR	75886FAB30B0	13,038	14,000,000		X		1,17,35,40			14,000,000
SANMINA CORP CONV	COR	800907AD90R0	240	500,000		X		1,17,35,40			500,000
SEPRACOR INC CONV	COR	817315AQ70B0	454	500,000		X		1,17,35,40			500,000
SIRIUS SATELLITE RADIO INC CV	COR	82966UAA10B0	5,620	4,000,000		X		1,17,35,40			4,000,000
*** STMICROELECTRON NV CONV	COR	861012AB80B1	11,570	13,000,000		X		1,17,35,40			13,000,000
*** TELEFONOS DE MEXICO SA DE	COR	879403AD50B1	5,669	5,000,000		X		1,17,35,40			5,000,000
TERADYNE INC CV	COR	880770AD40B0	3,218	3,000,000		X		1,17,35,40			3,000,000
VECTOR GROUP LTD CONV	COR	92240MAC20B0	10,064	12,600,000		X		1,17,35,40			12,600,000
VIMPELCOM CONV	COR	927185AA60B0	5,445	3,105,000		X		1,17,35,40			3,105,000
TOTAL MARKET VALUE FOR THIS PAGE			383,790								
TOTAL			383,790								