

NON-PUBLIC

13F CON P 11/14/00
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

CONFIDENTIAL

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 1999

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: 153 East 53rd Street
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: Harold O. Levy
Title: Assistant Secretary
Phone: (212) 793-7212

Signature, Place, and Date of Signing:



/s/ Harold O. Levy

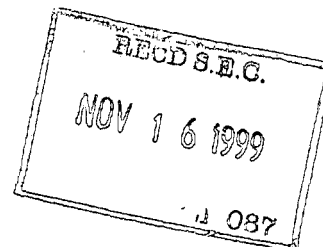
New York, New York

November 15, 1999

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 EXPIRES



PROCESSED

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FINANCIAL

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 5
 Form 13F Information Table Entry Total: 97
 Form 13F Information Table Value Total: \$592,773

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 | 28-4680 | American Odyssey Funds Management, Inc. |
| 3* | 28-1876 | Associated Madison Companies, Inc. |
| 4 | 28-749 | Citibank, N.A. |
| 5 | 28-1833 | Citibank (Switzerland) |
| 6 | 28-45 | Citicorp |
| 7 | 28-7574 | Citicorp Banking Corporation |
| 8 | 28-1777 | Citicorp Trust, National Association |
| 9 | 28-7572 | Citicorp Trust, N.A. (Florida) |
| 10 | 28-1090 | Citicorp Venture Capital Ltd. |
| 11 | 28-4682 | The Copeland Companies |
| 12 | 28-4024 | SSB Citi Fund Management LLC (formerly SSBC Fund Management Inc.) |
| 13* | 28-5154 | PFS Services, Inc. |
| 14 | 28-4684 | The Plaza Corporation |
| 15 | 28-4442 | The Robinson-Humphrey Company, LLC |
| 16 | 28-2568 | Salomon Brothers Asset Management Inc |
| 17 | 28-7570 | Salomon Brothers Europe Limited |
| 18 | 28-1114 | Salomon Brothers Holding Company Inc |
| 19 | 28-7568 | Salomon Brothers International Limited |
| 20 | 28-7566 | Salomon International Limited |
| 21 | 28-1109 | Salomon Smith Barney Holdings Inc. |
| 22 | 28-541 | Salomon Smith Barney Inc. |
| 23 | 28-3197 | SAMBA Capital Management International Limited |
| 24 | 28-7564 | Saudi American Bank |
| 25 | 28-5476 | Smith Barney Corporate Trust Company |
| 26 | 28-3308 | Travelers Asset Management International Corporation |
| 27 | 28-5774 | Travelers Property Casualty Corp. |
| 28 | 28-4686 | The Travelers Indemnity Company |
| 29* | 28-1299 | The Travelers Insurance Company |
| 30* | 28-4152 | The Travelers Insurance Group Inc. |
| 31 | 28-2551 | The Travelers Investment Management Company |
| 32* | 28-6022 | Tribeca Management, L.L.C. |

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

CONFIDENTIAL

CITIGROUP INC.
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
FORM 13F AS OF 09/30/99

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 SOLE SHARED (6) | | | MANAGERS (7) | SOLE (A) | VOTING AUTHORITY SHARED (8) | | NONE (C) |
|---|-----------------------------|--------------|-----------------------------------|---------|---|--|-----|---------------|-----------------|-------------|--------------------------------------|--|-------------|
| | | | | | | (A) | (B) | (C) | | | | | |
| STRATEGY: RISK ARBITRAGE | | | | | | | | | | | | | |
| (CONFIDENTIAL TREATMENT REQUESTED UNTIL 03/31/00) | | | | | | | | | | | | | |
| *** TERRA NOVA BERMUDA HLDGS | EQ | G87615103001 | 949 | 30,000 | | X | | 3,13,29,30,32 | | | | | 30,000 |
| AFC CABLE SYS | EQ | 000950105000 | 9,605 | 227,000 | | X | | 3,13,29,30,32 | | | | | 227,000 |
| ADFORCE INC | EQ | 006867105000 | 9,850 | 400,000 | | X | | 3,13,29,30,32 | | | | | 400,000 |
| AERIAL COMMUNICATIONS INC | EQ | 007655103000 | 1,045 | 40,000 | | X | | 3,13,29,30,32 | | | | | 40,000 |
| AQUARION CO | EQ | 03838W101000 | 1,418 | 39,400 | | X | | 3,13,29,30,32 | | | | | 39,400 |
| ASSOCIATED GROUP INC CL A | EQ | 045651106000 | 3,155 | 52,700 | | X | | 3,13,29,30,32 | | | | | 52,700 |
| CARDIOTHORACIC SYS INC | EQ | 141907105000 | 2,513 | 150,000 | | X | | 3,13,29,30,32 | | | | | 150,000 |
| CASE CORPORATION | EQ | 14743R103000 | 4,988 | 100,000 | | X | | 3,13,29,30,32 | | | | | 100,000 |
| COGENERATION CORP OF AMERICA | EQ | 19238H105000 | 2,394 | 100,000 | | X | | 3,13,29,30,32 | | | | | 100,000 |
| DATA GENERAL CORP | EQ | 237688106000 | 3,319 | 150,000 | | X | | 3,13,29,30,32 | | | | | 150,000 |
| DELTA & PINE LAND CO | EQ | 247357106000 | 3,203 | 125,000 | | X | | 3,13,29,30,32 | | | | | 125,000 |
| EXCEL SWITCHING CORP | EQ | 30067V108000 | 11,205 | 323,600 | | X | | 3,13,29,30,32 | | | | | 323,600 |
| FIRST SECURITY CORP | EQ | 336294103000 | 9,315 | 405,000 | | X | | 3,13,29,30,32 | | | | | 405,000 |
| FLYCAST COMMUNICATIONS CORP | EQ | 344067103000 | 6,656 | 150,000 | | X | | 3,13,29,30,32 | | | | | 150,000 |
| GENERAL INSTR CORP DEL | EQ | 370120107000 | 7,294 | 150,000 | | X | | 3,13,29,30,32 | | | | | 150,000 |
| GENESYS TELECOMMUNICATIONS | EQ | 371931106000 | 4,513 | 100,000 | | X | | 3,13,29,30,32 | | | | | 100,000 |
| HAMBRECHT & QUIST GROUP | EQ | 406545103000 | 3,666 | 75,000 | | X | | 3,13,29,30,32 | | | | | 75,000 |
| HANNAFORD BROS CO | EQ | 410550107000 | 3,513 | 50,000 | | X | | 3,13,29,30,32 | | | | | 50,000 |
| IXC COMMUNICATIONS INC | EQ | 450713102000 | 4,225 | 100,000 | | X | | 3,13,29,30,32 | | | | | 100,000 |
| INTL INTEGRATION INC | EQ | 459698106000 | 3,887 | 113,500 | | X | | 3,13,29,30,32 | | | | | 113,500 |
| LADD FURNITURE INC NEW | EQ | 505739201000 | 1,517 | 71,800 | | X | | 3,13,29,30,32 | | | | | 71,800 |
| MEDIAONE GROUP INC | EQ | 58440J104000 | 7,370 | 110,000 | | X | | 3,13,29,30,32 | | | | | 110,000 |
| NAVIGANT CONSULTING CO | EQ | 63935N107000 | 700 | 16,000 | | X | | 3,13,29,30,32 | | | | | 16,000 |
| OLSTEN CORP | EQ | 681385100000 | 2,050 | 200,000 | | X | | 3,13,29,30,32 | | | | | 200,000 |
| OMNIPONT CORP | EQ | 68212D102000 | 13,453 | 250,000 | | X | | 3,13,29,30,32 | | | | | 250,000 |
| OUTDOOR SYSTEMS INC | EQ | 690057104000 | 10,095 | 290,500 | | X | | 3,13,29,30,32 | | | | | 290,500 |
| PACIFICORP | EQ | 695114108000 | 2,981 | 150,000 | | X | | 3,13,29,30,32 | | | | | 150,000 |
| PERIPHONICS CORP | EQ | 714005105000 | 6,113 | 200,000 | | X | | 3,13,29,30,32 | | | | | 200,000 |
| PREMARK INTERNATIONAL INC | EQ | 740459102000 | 5,088 | 100,000 | | X | | 3,13,29,30,32 | | | | | 100,000 |
| PROHUS HOTEL CORP (NEW) | EQ | 74342P106000 | 1,603 | 50,000 | | X | | 3,13,29,30,32 | | | | | 50,000 |
| RELIANCE BANCORP INC | EQ | 759451107000 | 4,121 | 109,900 | | X | | 3,13,29,30,32 | | | | | 109,900 |
| REPUBLIC NEW YORK CORP | EQ | 760719104000 | 3,645 | 60,000 | | X | | 3,13,29,30,32 | | | | | 60,000 |
| REYNOLDS METALS CO | EQ | 761763101000 | 5,863 | 100,000 | | X | | 3,13,29,30,32 | | | | | 100,000 |
| ROBERTS PHARMACEUTICAL CORP | EQ | 770491108000 | 5,369 | 177,500 | | X | | 3,13,29,30,32 | | | | | 177,500 |
| SMART MODULAR TECHNOLOGIES INC | EQ | 831690102000 | 1,734 | 50,000 | | X | | 3,13,29,30,32 | | | | | 50,000 |
| TRANSACTION NETWORK SERV INC | EQ | 893414102000 | 7,650 | 200,000 | | X | | 3,13,29,30,32 | | | | | 200,000 |
| TRIANGLE BANCORP INC | EQ | 895835106000 | 183 | 10,000 | | X | | 3,13,29,30,32 | | | | | 10,000 |
| U S BIOSCIENCE INC COM PAR .01 | EQ | 911646206000 | 2,863 | 200,000 | | X | | 3,13,29,30,32 | | | | | 200,000 |
| XONED SURGICAL PRODUCTS INC | EQ | 98412V107000 | 4,563 | 85,000 | | X | | 3,13,29,30,32 | | | | | 85,000 |

CONFIDENTIAL

CONFIDENTIAL TREATMENT REQUESTED

CITIGROUP INC.
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
FORM 13F AS OF 09/30/99

| NAME OF ISSUER (1) | TITLE OF CLASS (2) | CUSIP (3) | FAIR MARKET VALUE (4) | | SHARES OR PRINCIPAL AMOUNT (5) | INVESTMENT DISCRETION SOLE SHARED (6) | | | MANAGERS (7) | VOTING AUTHORITY SHARED (8) | | NONE (C) | |
|---|-----------------------------|--------------|--------------------------|---------|---|--|-----|-----|-----------------|--------------------------------------|--|-------------|--|
| | | | (A) | (B) | | (A) | (B) | (A) | | (B) | | | |
| STRATEGY: RISK ARBITRAGE (CONFIDENTIAL TREATMENT REQUESTED UNTIL 09/30/00) | | | | | | | | | | | | | |
| COMSAT CORP SER 1 | EQU | 205640107000 | 1,339 | 45,112 | | X | | | 3,13,29,30,32 | | | 45,112 | |
| FLORIDA PROGRESS CORP | EQU | 341109106000 | 2,309 | 50,000 | | X | | | 3,13,29,30,32 | | | 50,000 | |
| U S WEST INC (NEW) | EQU | 91273H101000 | 5,700 | 100,000 | | X | | | 3,13,29,30,32 | | | 100,000 | |
| TOTAL MARKET VALUE FOR THIS PAGE | | | | 9,348 | | | | | | | | | |

CONFIDENTIAL

CITYGROUP INC.
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
FORM 13F AS OF 09/30/99

CONFIDENTIAL TREATMENT REQUESTED

| NAME OF ISSUER (1) | TITLE OF CLASS (2) | CUSIP (3) | FAIR MARKET VALUE (4) | | SHARES OR PRINCIPAL AMOUNT (5) | INVESTMENT DISCRETION SOLE SHARED (6) | | | MANAGERS (7) | SOLE (A) | VOTING AUTHORITY SHARED (8) | NONE (C) |
|---|-----------------------------|--------------|--------------------------|-----|---|--|--|--|-----------------|-------------|--------------------------------------|-------------|
| | | | (A) | (B) | | (C) | | | | | | |
| STRATEGY: RISK ARBITRAGE (CONFIDENTIAL TREATMENT REQUESTED UNTIL 11/15/00) | | | | | | | | | | | | |
| ABACUS DIRECT CORP | EQ | 002553105000 | 17,653 | | 150,000 | X | | | 3,13,29,30,32 | | | 150,000 |
| ALZA CORP | EQ | 022615108000 | 14,049 | | 325,300 | X | | | 3,13,29,30,32 | | | 325,300 |
| AMERICAN HERITAGE LIFE INV CRP | EQ | 026522102000 | 14,260 | | 450,000 | X | | | 3,13,29,30,32 | | | 450,000 |
| AMERITECH CORP NEW | EQ | 030954101000 | 20,156 | | 300,000 | X | | | 3,13,29,30,32 | | | 300,000 |
| ASARCO INC | EQ | 043413103000 | 5,350 | | 200,000 | X | | | 3,13,29,30,32 | | | 200,000 |
| CENTOCOR INC | EQ | 152342101000 | 18,945 | | 317,400 | X | | | 3,13,29,30,32 | | | 317,400 |
| CENTURY COMMUNICATIONS CORP | EQ | 156503104000 | 17,700 | | 400,000 | X | | | 3,13,29,30,32 | | | 400,000 |
| CILCORP INC | EQ | 171794100000 | 4,856 | | 75,000 | X | | | 3,13,29,30,32 | | | 75,000 |
| *** ELF AQUITAINE SPONS ADR | EQ | 286269105001 | 5,490 | | 60,000 | X | | | 3,13,29,30,32 | | | 60,000 |
| EVEREN CAPITAL CORP | EQ | 299761106000 | 8,850 | | 300,000 | X | | | 3,13,29,30,32 | | | 300,000 |
| FIRST AMERICAN CORP-TENN | EQ | 318900107000 | 17,425 | | 400,000 | X | | | 3,13,29,30,32 | | | 400,000 |
| FORTE SOFTWARE INC | EQ | 349546101000 | 10,850 | | 400,000 | X | | | 3,13,29,30,32 | | | 400,000 |
| HEALTHCON CORP | EQ | 422209106000 | 1,583 | | 43,600 | X | | | 3,13,29,30,32 | | | 43,600 |
| HONEYWELL INC | EQ | 438506107000 | 2,621 | | 23,400 | X | | | 3,13,29,30,32 | | | 23,400 |
| IMALL INC -NEW - | EQ | 45244X306000 | 9,112 | | 464,300 | X | | | 3,13,29,30,32 | | | 464,300 |
| INTERNATIONAL NETWORK SVCS | EQ | 460053101000 | 17,174 | | 325,000 | X | | | 3,13,29,30,32 | | | 325,000 |
| KING WORLD PRODUCTIONS INC | EQ | 495667107000 | 17,852 | | 469,800 | X | | | 3,13,29,30,32 | | | 469,800 |
| KNOLL INC | EQ | 498904101000 | 3,383 | | 125,000 | X | | | 3,13,29,30,32 | | | 125,000 |
| LA-Z-BOY INC | EQ | 505336107000 | 626 | | 33,300 | X | | | 3,13,29,30,32 | | | 33,300 |
| LONE STAR INDUSTRIES INC-NEW | EQ | 542290408000 | 11,208 | | 225,000 | X | | | 3,13,29,30,32 | | | 225,000 |
| LONG BEACH FINL CORP | EQ | 542446109000 | 6,615 | | 416,700 | X | | | 3,13,29,30,32 | | | 416,700 |
| *** MACHILLAN BLOEDEL LTD | EQ | 554783209001 | 4,556 | | 300,000 | X | | | 3,13,29,30,32 | | | 300,000 |
| MARSHALL INDUSTRIES | EQ | 572393106000 | 9,273 | | 256,700 | X | | | 3,13,29,30,32 | | | 256,700 |
| MEDE AMERICA CORP | EQ | 584067102000 | 1,086 | | 49,100 | X | | | 3,13,29,30,32 | | | 49,100 |
| MOBIL CORP | EQ | 607059102000 | 4,433 | | 45,000 | X | | | 3,13,29,30,32 | | | 45,000 |
| NET GRAVITY INC | EQ | 641114103000 | 12,682 | | 400,200 | X | | | 3,13,29,30,32 | | | 400,200 |
| NIELSEN MEDIA RESH INC (NEW) | EQ | 653929307000 | 3,713 | | 100,000 | X | | | 3,13,29,30,32 | | | 100,000 |
| ORION CAPITAL CORP | EQ | 686268103000 | 2,366 | | 50,000 | X | | | 3,13,29,30,32 | | | 50,000 |
| PERCLOSE INC | EQ | 71361C107000 | 13,988 | | 300,000 | X | | | 3,13,29,30,32 | | | 300,000 |
| PIONEER HI-BRED INTL INC | EQ | 723686101000 | 2,995 | | 75,000 | X | | | 3,13,29,30,32 | | | 75,000 |
| *** SAVILLE SYSTEMS PLC ADR | EQ | 805174109001 | 5,750 | | 400,000 | X | | | 3,13,29,30,32 | | | 400,000 |
| *** SHIRE PHARMACEUTICALS | EQ | 82481R106001 | 1,419 | | 50,000 | X | | | 3,13,29,30,32 | | | 50,000 |
| STANFORD TELECOMMUNICATIONS | EQ | 854402104000 | 9,167 | | 291,000 | X | | | 3,13,29,30,32 | | | 291,000 |
| TELEBANC FINANCIAL CORP | EQ | 87925R109000 | 4,978 | | 225,000 | X | | | 3,13,29,30,32 | | | 225,000 |
| UNITRODE CORP | EQ | 913283107000 | 10,017 | | 235,700 | X | | | 3,13,29,30,32 | | | 235,700 |
| VIASOFT INC | EQ | 92552U102000 | 1,688 | | 200,000 | X | | | 3,13,29,30,32 | | | 200,000 |
| VOICESTREAM WIRELESS CORP | EQ | 928615103000 | 10,744 | | 181,900 | X | | | 3,13,29,30,32 | | | 181,900 |
| WORLD COLOR PRESS INC | EQ | 981443104000 | 3,986 | | 107,000 | X | | | 3,13,29,30,32 | | | 107,000 |
| WYMAN-GORDON CO | EQ | 983085101000 | 1,869 | | 100,000 | X | | | 3,13,29,30,32 | | | 100,000 |

TOTAL MARKET VALUE FOR THIS PAGE

330,468

CONFIDENTIAL

CITIGROUP INC.
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
FORM 13F AS OF 09/30/99

CONFIDENTIAL TREATMENT REQUESTED

| NAME OF ISSUER (1) | TITLE OF CLASS (2) | CUSIP (3) | FAIR MARKET SHARES OR | | INVESTMENT DISCRETION SOLE SHARED (6) (7) (8) | MANAGERS (7) | SOLE (A) | VOTING AUTHORITY SHARED (8) | NONE (C) |
|---|-----------------------------|--------------|-----------------------|----------------------------|--|-----------------|-------------|--------------------------------------|-------------|
| | | | VALUE (000) (4) | PRINCIPAL AMOUNT (5) | | | | | |
| STRATEGY: LONG-TERM ARBITRAGE & CONVERGENCE | | | | | | | | | |
| *** LORAL & SPACE COMMS 6% | EQU | G56462149001 | 2,374 | 47,500 | X | 3,13,29,30,32 | | | 47,500 |
| APP FIN VI MAURITIUS LTD | COR | 00202NAR30B0 | 4,320 | 36,000,000 | X | 3,13,29,30,32 | | | 36,000,000 |
| ALKERMES INC PFD CONV | EQU | 01642T405000 | 1,388 | 25,000 | X | 3,13,29,30,32 | | | 25,000 |
| AMERITRADE HLD INC 5.34% CONV | COR | 03072HAA70B0 | 5,466 | 7,500,000 | X | 3,13,29,30,32 | | | 7,500,000 |
| ANKOR TECHNOLOGY INC CV SUB | COR | 031652AA80R0 | 646 | 500,000 | X | 3,13,29,30,32 | | | 500,000 |
| BEA SYSTEMS INC CV SUB NOTES | COR | 073325AA00B0 | 4,542 | 3,100,000 | X | 3,13,29,30,32 | | | 3,100,000 |
| BEA SYSTEMS INC CV SUB NOTES | COR | 073325AB80B0 | 4,542 | 3,100,000 | X | 3,13,29,30,32 | | | 3,100,000 |
| CEPHALON INC 7.25% CONV PFD | EQU | 156708307000 | 2,725 | 50,000 | X | 3,13,29,30,32 | | | 50,000 |
| ENCOR GROUP INC CV SUB NOTES | COR | 29084QAC40B0 | 2,674 | 3,000,000 | X | 3,13,29,30,32 | | | 3,000,000 |
| METRICOH INC CV SUB NOTES | COR | 591596AC50B0 | 6,434 | 4,205,000 | X | 3,13,29,30,32 | | | 4,205,000 |
| SEAGRAM LTD ADJ CONV RATE 7.50 | EQU | 811850205000 | 1,153 | 25,000 | X | 3,13,29,30,32 | | | 25,000 |
| *** SGS THOMSON MICROELECTRO | COR | 861012AA00R1 | 2,895 | 2,000,000 | X | 3,13,29,30,32 | | | 2,000,000 |
| *** TELEFONOS DE MEXICO SA DE | COR | 879403AD50B1 | 21,126 | 22,474,000 | X | 3,13,29,30,32 | | | 22,474,000 |
| VORNADO REALTY TRUST SER A | EQU | 929042208000 | 2,350 | 50,000 | X | 3,13,29,30,32 | | | 50,000 |
| WASTE MANAGEMENT INC CV | COR | 94106LAA70B0 | 1,775 | 2,000,000 | X | 3,13,29,30,32 | | | 2,000,000 |
| WESTERN DIGITAL CORP CV S/D | COR | 958102AH80B0 | 4,873 | 34,195,000 | X | 3,13,29,30,32 | | | 34,195,000 |