

13FCONF 2/14/01

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

CONFIDENTIAL  
CONFIDENTIAL TREATMENT EXPIRES

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 1999

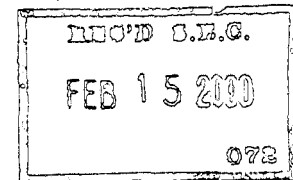
Check here if Amendment [ ] ; Amendment Number: \_\_\_\_\_

This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.



Institutional Investment Manager Filing this Report:

Name: Citigroup Inc.\*  
Address: 153 East 53<sup>rd</sup> 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: Joan Caridi  
Title: Assistant Secretary  
Phone: (212) 793-7181

PROCESSED

JAN 23 2004

THOMSON  
FINANCIAL

Signature, Place, and Date of Signing:

/s/ Joan Caridi New York, New York

February 7, 2000

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.

Report Summary:

Number of Other Included Managers:	5
Form 13F Information Table Entry Total:	74
Form 13F Information Table Value Total:	\$547,888,000

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	28-4680	American Odyssey Funds Management, Inc.
3*	28-1876	Associated Madison Companies, Inc.
4		Citibank International PLC
5		Citibank Investments Limited
6	28-749	Citibank, N.A.
7		Citibank Overseas Investment Corporation
8	28-1833	Citibank (Switzerland)
9	28-45	Citicorp
10	28-7574	Citicorp Banking Corporation
11	28-1777	Citicorp Trust, N.A. (California)
12	28-7572	Citicorp Trust, N.A. (Florida)
13	28-1090	Citicorp Venture Capital Ltd.
14		Citigroup Holdings Company
15	28-4682	The Copeland Companies
16	801-8314	SSB Citi Fund Management LLC (formerly SSBC Fund Management Inc.)
17*	28-5154	PFS Services, Inc.
18	28-4684	The Plaza Corporation
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	28-7566	Salomon International LLC (formerly Salomon International Limited)
25	28-1109	Salomon Smith Barney Holdings Inc.
26	28-541	Salomon Smith Barney Inc.
27	28-3197	SAMBA Capital Management International Limited
28	28-7564	Saudi American Bank
29	28-5476	Smith Barney Corporate Trust Company
30	28-3308	Travelers Asset Management International Corporation
31	28-5774	Travelers Property Casualty Corp.
32	28-4686	The Travelers Indemnity Company
33*	28-1299	The Travelers Insurance Company
34*	28-4152	The Travelers Insurance Group Inc.
35	28-2551	The Travelers Investment Management Company
36*	28-6022	Tribeca Management, LLC

---

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

CITIGROUP INC.  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
FORM 13F AS OF 12/31/99

TOTAL MARKET VALUE FOR THIS PAGE

153,201

CONFIDENTIAL

CITIGROUP INC.  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
FORM 13F AS OF 12/31/99

## CONFIDENTIAL TREATMENT REQUESTED

NAME OF ISSUER (1)	TITLE OF CLASS (2)	CUSIP (3)	FAIR MARKET SHARES OR		INVESTMENT		MANAGERS (7)	SOLE (A)	VOTING AUTHORITY		NONE (C)
			VALUE (000) (4)	PRINCIPAL AMOUNT (5)	DISCRETION SOLE SHARED (6)	SHARED (8) (B)					
STRATEGY: RISK ARBITRAGE (CONFIDENTIAL TREATMENT REQUESTED UNTIL 06/30/00)											
*** GENSTAR INTL GRP LTD -USD	EQU	G3788V106001	916	13,200	X		3,17,33,34,36				13,200
AMFV INC	EQU	001693100000	5,784	75,000	X		3,17,33,34,36				75,000
COLUMBIA ENERGY GROUP	EQU	197648108000	2,493	40,000	X		3,17,33,34,36				40,000
E TOWN CORP	EQU	269242103000	6,287	101,000	X		3,17,33,34,36				101,000
EASTERN ENTERPRISES	EQU	27637F100000	9,975	175,000	X		3,17,33,34,36				175,000
FLORIDA PROGRESS CORP	EQU	341109106000	2,665	65,000	X		3,17,33,34,36				65,000
MCN ENERGY GROUP INC	EQU	55267J100000	6,975	300,000	X		3,17,33,34,36				300,000
NORTHEAST UTILITIES	EQU	664397106000	517	25,000	X		3,17,33,34,36				25,000
WARNER LAMBERT CO	EQU	934488107000	2,458	30,000	X		3,17,33,34,36				30,000

TOTAL MARKET VALUE FOR THIS PAGE

38,070

CONFIDENTIAL

CITIGROUP INC.  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
FORM 13F AS OF 12/31/99

## 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)			(A)	(B)	
STRATEGY: RISK ARBITRAGE													
(CONFIDENTIAL TREATMENT REQUESTED UNTIL 02/15/00)													
ADFORCE INC	EQU	006867105000	18,737		227,800	X			3,17,33,34,36				227,800
AIR EXPRESS INTERNATIONAL CORP	EQU	009104100000	1,619		50,000	X			3,17,33,34,36				50,000
AQUARIUM CO	EQU	03838W101000	1,277		34,500	X			3,17,33,34,36				34,500
ASSOCIATED GROUP INC CL A	EQU	045651106000	11,435		126,700	X			3,17,33,34,36				126,700
CAPITAL RE CORPORATION	EQU	140432105000	4,058		295,100	X			3,17,33,34,36				295,100
CLARIFY INC	EQU	180492100000	13,857		110,000	X			3,17,33,34,36				110,000
CONSOLIDATED NATURAL GAS CO	EQU	209615103000	15,953		250,000	X			3,17,33,34,36				250,000
FLYCAST COMMUNICATIONS CORP	EQU	344067103000	24,135		160,700	X			3,17,33,34,36				160,700
GENERAL INSTR CORP DEL	EQU	370120107000	23,530		275,000	X			3,17,33,34,36				275,000
GENESYS TELECOMMUNICATIONS	EQU	371931106000	10,850		200,000	X			3,17,33,34,36				200,000
INTEGRATED SYSTEMS INC	EQU	45812M104000	4,186		130,300	X			3,17,33,34,36				130,300
ISOCOR	EQU	464902105000	13,568		335,000	X			3,17,33,34,36				335,000
LADD FURNITURE INC NEW	EQU	505739201000	4,672		250,000	X			3,17,33,34,36				250,000
NEWSEDGE CORPORATION	EQU	65249Q106000	113		10,000	X			3,17,33,34,36				10,000
NFRONT INC	EQU	65334N109000	2,050		100,000	X			3,17,33,34,36				100,000
OAK INDUSTRIES INC NEW	EQU	671400505000	17,555		175,000	X			3,17,33,34,36				175,000
OMNIPOINT CORP	EQU	68212D102000	19,485		180,000	X			3,17,33,34,36				180,000
RAILTEX INC	EQU	750766107000	3,575		200,000	X			3,17,33,34,36				200,000
REPUBLIC NEW YORK CORP	EQU	760719104000	9,720		135,000	X			3,17,33,34,36				135,000
SAFESKIN CORP	EQU	786454108000	4,852		404,300	X			3,17,33,34,36				404,300
TELEBANC FINANCIAL CORP	EQU	87925R109000	4,115		151,000	X			3,17,33,34,36				151,000
VANTIVE CORP	EQU	922091103000	1,813		100,000	X			3,17,33,34,36				100,000
VERTEX COMMUNICATIONS CORP	EQU	925320103000	1,025		50,000	X			3,17,33,34,36				50,000

TOTAL MARKET VALUE FOR THIS PAGE

212,180

CONFIDENTIAL

## CONFIDENTIAL TREATMENT REQUESTED

CITIGROUP INC.  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
FORM 13F AS OF 12/31/99

NAME OF ISSUER (1)	TITLE OF CLASS (2)	CUSIP (3)	FAIR MARKET SHARES OR		INVESTMENT DISCRETION SOLE SHARED (6)	MANAGERS (7)	SOLE (A)	VOTING AUTHORITY SHARED (8) (B)	NONE (C)
			VALUE (000) (4)	PRINCIPAL AMOUNT (5)					
STRATEGY: LONG-TERM ARBITRAGE & CONVERGENCE									
APP FIN VI MAURITIUS LTD	COR	00202NAA3080	6,433	36,500,000	X	3,17,33,34,36			36,500,000
ADVANCED ENERGY	COR	007973AA8080	2,223	2,000,000	X	3,17,33,34,36			2,000,000
AFFYMETRIX INC SUB NOTES CONV	COR	00826TAA6080	20,300	14,000,000	X	3,17,33,34,36			14,000,000
AMERICA ONLINE INC CV S/D	COR	023664JAC8080	8,117	13,500,000	X	3,17,33,34,36			13,500,000
AMERICAN TOWER SYSTEMS CORP CV	COR	029912AA0080	8,168	6,000,000	X	3,17,33,34,36			6,000,000
AMERICAN TOWER SYSTEMS CORP CV	COR	029912AB8080	4,084	3,000,000	X	3,17,33,34,36			3,000,000
AMF BOWLING INC CV DEBS	COR	03113VAB5080	3,817	80,350,000	X	3,17,33,34,36			80,350,000
BEA SYSTEMS INC CV SUB NOTES	COR	073325AA0080	5,808	1,100,000	X	3,17,33,34,36			1,100,000
BEA SYSTEMS INC CV SUB NOTES	COR	073325AB8080	36,432	6,900,000	X	3,17,33,34,36			6,900,000
EMCOR GROUP INC CV SUB NOTES	COR	29084QAC4080	2,618	3,000,000	X	3,17,33,34,36			3,000,000
ETOYS INCCV-BK/ENTRY	COR	297862AA2080	6,000	10,000,000	X	3,17,33,34,36			10,000,000
MRV COM SUB NOTES	COR	553477AB6080	1,135	500,000	X	3,17,33,34,36			500,000
*** STMICROELECTRON NV CONV	COR	861012AB8081	2,735	2,000,000	X	3,17,33,34,36			2,000,000
*** TELEFONOS DE MEXICO SA DE	COR	879403AD5081	29,357	22,474,000	X	3,17,33,34,36			22,474,000
UNITEDGLOBALCOM INC CV PFD	EQU	913247805000	4,463	75,000	X	3,17,33,34,36			75,000
WESTERN DIGITAL CORP CV S/D	COR	958102AF2080	694	5,000,000	X	3,17,33,34,36			5,000,000
WESTERN DIGITAL CORP CV S/D	COR	958102AH8080	2,053	14,795,000	X	3,17,33,34,36			14,795,000