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PROSPECTUS SUPPLEMENT

(to prospectus dated March 30, 2001)

\$1,000,000,000

[CITIGROUP LOGO]  
6.625% SUBORDINATED NOTES DUE 2032

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The subordinated notes offered by this prospectus supplement will mature on June 15, 2032. The notes will bear interest at a fixed rate of 6.625% per annum. Interest on the notes is payable semiannually on the fifteenth day of June and December of each year, beginning December 16, 2002. The notes may not be redeemed prior to maturity, unless changes involving United States taxation occur which could require Citigroup to pay additional amounts as described under "Description of Subordinated Notes." The subordinated notes will rank junior to Citigroup's senior indebtedness and will rank pari passu among themselves.

The subordinated notes are being offered globally for sale in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. Application has been made to list the notes on the Luxembourg Stock Exchange.

Neither the Securities and Exchange Commission nor any state securities or insurance commission nor the Luxembourg Stock Exchange has approved or disapproved of these notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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	PER NOTE	TOTAL
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Public Offering Price.....	98.651%	\$986,510,000
Underwriting Discount.....	.875%	\$ 8,750,000
Proceeds to Citigroup (before expenses).....	97.776%	\$977,760,000

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Interest on the notes will accrue from June 6, 2002 to the date of delivery. Net proceeds to Citigroup (after expenses) are expected to be approximately \$977,585,000.

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The underwriters are offering the notes subject to various conditions. The underwriters expect that the notes will be ready for delivery in book-entry form only through The Depository Trust Company, Clearstream or the Euroclear System on or about June 6, 2002.

The notes are not deposits or savings accounts but are unsecured debt obligations of Citigroup and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or instrumentality.

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BANC ONE CAPITAL MARKETS, INC.  
CREDIT SUISSE FIRST BOSTON  
MCDONALD INVESTMENTS INC.  
U.S. BANCORP PIPER JAFFRAY

BNP PARIBAS  
LOOP CAPITAL MARKETS, LLC  
UBS WARBURG  
WACHOVIA SECURITIES, INC.

May 30, 2002

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. Citigroup has not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Citigroup is not making an offer to sell the notes in any jurisdiction where their offer and sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus, as well as information Citigroup previously filed with the Securities and Exchange Commission and incorporated by reference, is