

CITIZENS FINANCIAL GROUP INC/RI  
Form 4  
November 04, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROYAL BANK OF SCOTLAND  
GROUP PLC

2. Issuer Name and Ticker or Trading Symbol  
CITIZENS FINANCIAL GROUP  
INC/RI [CFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
36 ST. ANDREW SQUARE

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/03/2015

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
EDINBURGH, X0 EH2 2YB

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/03/2015		S		110,461,782 (1)	D	\$ 23.38 (2)	0 (3)	I	See Footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROYAL BANK OF SCOTLAND GROUP PLC 36 ST. ANDREW SQUARE EDINBURGH, X0 EH2 2YB		X		
ROYAL BANK OF SCOTLAND PLC 36 ST. ANDREW SQUARE EDINBURGH, X0 EH2 2YB		X		
RBSG International Holdings Ltd. 24/25 ST. ANDREW SQUARE EDINBURGH, X0 EH2 1AF		X		

## Signatures

The Royal Bank of Scotland Group plc, /s/ Barbara Wallace, Assistant Secretary	11/04/2015
__Signature of Reporting Person	Date
The Royal Bank of Scotland plc, /s/ Barbara Wallace, Assistant Secretary	11/04/2015
__Signature of Reporting Person	Date
RBSG International Holdings Limited, /s/ Sally Sutherland, Directory of Company Secretary	11/04/2015
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This amount reflects the number of shares of common stock of the Issuer ("Common Stock") sold by RBSG International Holdings Limited in connection with the Issuer's registered follow-on offering (the "Follow-on Offering"), which closed on November 3, 2015. The material terms of the Follow-on Offering are described in the prospectus supplement dated October 29, 2015, filed by the Issuer with the U.S. Securities and Exchange Commission on November 2, 2015.

(2)

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This amount represents the \$23.38 per share price of Common Stock received by RBSG International Holdings Limited in connection with the Follow-on Offering.

- (3) Following the sale of 110,461,782 shares of Common Stock in the Follow-on Offering, RBSG International Holdings Limited, a wholly owned subsidiary of The Royal Bank of Scotland Group plc, has fully exited its stake in the Issuer's Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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