

CITIZENS FINANCIAL GROUP INC/RI

Form 3

September 23, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *Â ROYAL BANK OF
SCOTLAND GROUP PLC

(Last) (First) (Middle)

36 ST. ANDREW SQUARE

(Street)

EDINBURGH,Â X0Â EH2 2YB

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
09/23/20143. Issuer Name **and** Ticker or Trading Symbol

CITIZENS FINANCIAL GROUP INC/RI [CFG]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

555,362,028

I

See Footnote ⁽¹⁾

Common Stock

4,636,296

I

See Footnote ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
---------------------	--------------------	-------	----------------------------------	------------------------	---

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	^	^
NATIONAL WESTMINSTER BANK PLC /ENG/ 135 BISHOPSGATE LONDON, X0 EC2M 3UR	^	^ X	^	^
NatWest Group Holdings Corp. 2711 CENTERVILLE ROAD, SUITE 400 WILMINGTON, DE 19808	^	^ X	^	^
RBS CBFM North America Corp. 340 MADISON AVENUE NEW YORK, NY 10173	^	^ X	^	^

Signatures

The Royal Bank of Scotland Group plc, By: /s/ Aileen Taylor, Company Secretary and Chief Corporate Governance Officer	09/23/2014
_____ **Signature of Reporting Person	Date
The Royal Bank of Scotland plc, By: /s/ Aileen Taylor, Company Secretary and Chief Corporate Governance Officer	09/23/2014
_____ **Signature of Reporting Person	Date
RBSG International Holdings Limited, By: /s/ Sally Sutherland, Director of Company Secretary	09/23/2014
_____ **Signature of Reporting Person	Date
National Westminster Bank plc, By: /s/ Aileen Taylor, Company Secretary and Chief Corporate Governance Officer	09/23/2014
_____ **Signature of Reporting Person	Date
NatWest Group Holdings Corporation, By: /s/ Jason Hauf, Chief Financial Officer	09/23/2014
_____ **Signature of Reporting Person	Date

RBS CBFM North America Corp., By: /s/ Jason Hauf, Chief Financial Officer

09/23/2014

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Directly owned by RBSG International Holdings Limited, which is a wholly owned subsidiary of The Royal Bank of Scotland plc, which is a wholly owned subsidiary of The Royal Bank of Scotland Group plc.
Directly owned by RBS CBFM North America Corp., which is a wholly owned subsidiary of NatWest Group Holdings Corporation,
- (2) which is a wholly owned subsidiary of National Westminster Bank plc, which is a wholly owned subsidiary of The Royal Bank of Scotland plc, which is a wholly owned subsidiary of The Royal Bank of Scotland Group plc.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.