

CITIZENS FINANCIAL GROUP INC/RI  
Form 3  
September 23, 2014

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â ROYAL BANK OF SCOTLAND GROUP PLC		(Month/Day/Year)	CITIZENS FINANCIAL GROUP INC/RI [CFG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
36 ST. ANDREW SQUARE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
EDINBURGH, Â X0Â EH2 2YB			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 <sup>(1)</sup>
Common Stock	4,636,296	I	See Footnote <sup>(2)</sup>

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 of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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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	^	^
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.