

CITIZENS FINANCIAL GROUP INC/RI

Form 3

September 03, 2015

**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 \*

Â MCCREE DONALD H III

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/31/2015

3. Issuer Name and Ticker or Trading Symbol

CITIZENS FINANCIAL GROUP INC/RI [CFG]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Vice Chair, Commercial Banking

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O CITIZENS FINANCIAL  
GROUP, INC.,Â 600  
WASHINGTON BLVD.

(Street)

STAMFORD,Â CTÂ 06901

(City)

(State)

(Zip)

**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)

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

SEC 1473 (7-02)

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**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)

Date

Exercisable

Expiration

Date

3. Title and Amount of

Securities Underlying

Derivative Security

(Instr. 4)

Title

Amount or

Number of

4. Conversion

or Exercise

Price of

Derivative

Security

5. Ownership

Form of

Derivative

Security:

Direct (D)

6. Nature of Indirect

Beneficial Ownership

(Instr. 5)

Shares or Indirect  
(I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCREE DONALD H III C/O CITIZENS FINANCIAL GROUP, INC. 600 WASHINGTON BLVD. STAMFORD, CT 06901	^	^	^ Vice Chair, Commercial Banking	^

## Signatures

/s/ Lindsey Cameron, as  
Attorney-in-Fact

09/03/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

### No securities are beneficially owned

\* 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).

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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