## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 1)\*

Baidu.Com, Inc.
(Name of Issuer)
American Depository Shares
(Title of Class of Securities)
056752-10-8
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/// Rule 13d-1(b) /X/ Rule 13d-1(c) // Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 8 Pages

SCHEDULE 13G	
CUSIP NO. 056752-10-8 Page	2 of 8 Pages
(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
Citigroup Financial Products Inc.	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCT	IONS)
	(a) / / (b) / /
(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware

----------NUMBER OF (5) SOLE VOTING POWER SHARES BENEFICIALLY (6) SHARED VOTING POWER 457,640\* OWNED BY EACH (7) SOLE DISPOSITIVE POWER • REPORTING -----PERSON (8) SHARED DISPOSITIVE POWER 457,640\* WTTH: \_\_\_\_\_ (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 457,640\* \_\_\_\_\_ (10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / / (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.8%\* \_\_\_\_\_ (12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO -----Assumes conversion/exercise of certain securities held. SCHEDULE 13G CUSIP NO. 056752-10-8 Page 3 of 8 Pages \_\_\_\_\_ (1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Citigroup Global Markets Holdings Inc. (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) / / (b) / / (3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION New York NUMBER OF (5) SOLE VOTING POWER • SHARES BENEFICIALLY (6) SHARED VOTING POWER 457,640\* OWNED BY -----EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING PERSON (8) SHARED DISPOSITIVE POWER 457,640\* WITH:

(9) AGGREGATE AMOUNT BENE	FICIALLY OWNED BY EACH REPORTING PERSON	457,640*
	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAN	
	PRESENTED BY AMOUNT IN ROW (9)	1.8%*
(12) TYPE OF REPORTING PE	ERSON (SEE INSTRUCTIONS)	нс
* Assumes conversion/exe	ercise of certain securities held.	
	SCHEDULE 13G	
CUSIP NO. 056752-10-8	Page	4 of 8 Pages
(1) NAMES OF REPORTING F	PERSONS DN NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
Citigroup Inc.		
	TE BOX IF A MEMBER OF A GROUP (SEE INSTRUC	
		(a) // (b) //
(3) SEC USE ONLY		
(4) CITIZENSHIP OR PLACE	OF ORGANIZATION	Delaware
NUMBER OF SHARES	(5) SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER	584,999* **
EACH	(7) SOLE DISPOSITIVE POWER	 0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	584,999* **
WITH:		
	FICIALLY OWNED BY EACH REPORTING PERSON	
	ATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAP	
	PRESENTED BY AMOUNT IN ROW (9)	2.3%* **

<pre>* Assumes conversion/exercise of certain securities held. * Includes shares held by the other reporting persons. Item 1(a). Name of Issuer:     Baidu.Com, Inc. Item 1(b). Address of Issuer's Principal Executive Offices:     12/F, Ideal International Plaza     No. 58 West-North 4th Ring     Beijing, 106080     Peoples Republic of China Item 2(a). Name of Person Filing:     Citigroup Financial Products, Inc. ("CFP")     Citigroup Global Markets Holdings Inc. ("CGM Holdings")     Citigroup Global Markets Holdings Inc. ("CGM Holdings")     Citigroup Inc. ("Citigroup") Item 2(b). Address of the principal office or, if none, Residence:     The address of the principal office of Citigroup is:         388 Greenwich Street     New York, NY 10943 Item 2(c). Citizenship or Place of Organization:         CGP Holdings is a New York corporation.         CFP and Citigroup are Delaware corporations. Item 2(e). CUSIP Number:         e56752-18-8         Page 5         of 8 Pages Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or         240.13d-2(b) or (c), Check Whether the Person Filing is a(n):         (a) [] Broker or dealer registered under Section 15 of the         Act (15 U.S.C. 780);     (b) [] Bank as defined in Section 3(a)(6) of the Act         (15 U.S.C. 780;);     (c) [] Investment company as defined in Section 3(a)(19) of         the Act (15 U.S.C. 780;);     (c) [] Investment company Ast of 1940 (15 U.S.C. 608.0;;     (c) [] Investment company Ast of 1940 (15 U.S.C. 608.0;;     (c) [] Investment company Ast of 1940 (15 U.S.C. 608.0;;     (c) [] Investment company Ast of 1940 (15 U.S.C. 608.0;;     (c) [] Investment company Act of 1940 (15 U.S.C. 780;;     (d) [] Parent holding company or control person in accordance         with Section 240.13d-(b)(1)(1)(F);     (g) [] Parent holding company or control person in accordance         with Section 240.13d-(b)(1)(1)(1)(F);     (g) [] Parent holding company or control person in accordance         with Section 240.13d-(b)(1)(1)(1)(F);     (f) []</pre>	<pre>* Includes shares held by the other reporting persons. tem 1(a). Name of Issuer:     Baidu.Com, Inc. tem 1(b). Address of Issuer's Principal Executive Offices:     12/F, Ideal International Plaza     No. 58 West-Worth 4th Ring     Beijing, 100080     Peoples Republic of China tem 2(a). Name of Person Filing:     Citigroup Financial Products, Inc. ("CFP")     Citigroup Global Markets Holdings Inc. ("CGM Holdings")     Citigroup Inc. ("Citigroup") tem 2(b). Address of Principal Office or, if none, Residence:     The address of the principal office of both CFP and     CGM Holdings is:     388 Greenwich Street     New York, NY 10013     The address of the principal office of Citigroup is:     399 Park Avenue     New York, NY 10043 tem 2(c). Citizenship or Place of Organization:     CGM Holdings is a New York corporation.     CFP and Citigroup are Delaware corporations. tem 2(d). Title of Class of Securities:     American Depository Shares tem 2(e). CUSIP Number:     056752-10-8     Page 5     of 8 Pages tem 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or     240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):     (a) [] Broker or dealer registered under Section 15 of the     Act (15 U.S.C. 780);     (b) [] Bank as defined in Section 3(a)(6) of the Act     (15 U.S.C. 780);     (c) [] Investment company registered under Section 8 of the</pre>	(12) TYPE OF	REPORTING PERSON (SEE INSTRUCTIONS) HC
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<pre>Baidu.Com, Inc. Item 1(b). Address of Issuer's Principal Executive Offices:</pre>	<pre>Baidu.Com, Inc. tem 1(b). Address of Issuer's Principal Executive Offices:     12/F, Ideal International Plaza     No. 58 West-North 4th Ring     Beijing, 100080     Peoples Republic of China tem 2(a). Name of Person Filing:     Citigroup Financial Products, Inc. ("CFP")     Citigroup Global Markets Holdings Inc. ("CGM Holdings")     Citigroup Inc. ("Citigroup") tem 2(b). Address of Principal Office or, if none, Residence:     The address of the principal office of Citigroup is:         388 Greenwich Street     New York, NY 10013     The address of the principal office of Citigroup is:         399 Park Avenue     New York, NY 10043     tem 2(c). Citizenship or Place of Organization:         CGM Holdings is a New York corporation.         CFP and Citigroup are Delaware corporations.     tem 2(d). Title of Class of Securities:         American Depository Shares     tem 2(e). CUSIP Number:         056752-10-8         Page 5         of 8 Pages tem 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or         240.33d-2(b) or (c), Check Whether the Person Filing Is a(n):         (a) [] Broker or dealer registered under Section 15 of the         Act (15 U.S.C. 780);     (b) [] Bank as defined in Section 3(a)(6) of the Act         (L5 U.S.C. 780);     (c) [] Insurance company as defined in Section 3(a)(19) of         the Act (15 U.S.C. 780);     (d) [] Investment company registered under Section 8 of the </pre>		
<pre>Item 1(b). Address of Issuer's Principal Executive Offices:</pre>	<pre>tem 1(b). Address of Issuer's Principal Executive Offices: 12/F, Ideal International Plaza No. 58 West-North 4th Ring Beijing, 100080 Peoples Republic of China tem 2(a). Name of Person Filing: Citigroup Financial Products, Inc. ("CFP") Citigroup Global Markets Holdings Inc. ("CGM Holdings") Citigroup Inc. ("Citigroup") tem 2(b). Address of Principal Office or, if none, Residence: The address of the principal office of both CFP and CGM Holdings is: 388 Greenwich Street New York, NY 10013 The address of the principal office of Citigroup is: 399 Park Avenue New York, NY 10043 tem 2(c). Citizenship or Place of Organization: CGM Holdings is a New York corporation. CFP and Citigroup are Delaware corporations. tem 2(d). Title of Class of Securities: American Depository Shares tem 2(e). CUSIP Number: 056752-10-8 Page 5 of 8 Pages tem 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n): (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780); (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 780;; (c) [] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 780;; (d) [] Investment company registered under Section 8 of the</pre>	Item 1(a).	Name of Issuer:
<pre>12/F, Ideal International Plaza No. 58 West-North 4th Ring Beijing, 100080 Peoples Republic of China Item 2(a). Name of Person Filing: Citigroup Eibaal Arkets Holdings Inc. ("CGP") Citigroup Global Arkets Holdings Inc. ("CGM Holdings") Citigroup Inc. ("Citigroup") Item 2(b). Address of Principal Office or, if none, Residence: The address of the principal office of both CFP and CGM Holdings is: 388 Greenwich Street New York, NY 10013 The address of the principal office of Citigroup is: 399 Park Avenue New York, NY 10043 Item 2(c). Citizenship or Place of Organization: CGM Holdings is a New York corporation. CFP and Citigroup are Delaware corporations. Item 2(d). Title of Class of Securities: American Depository Shares Item 2(e). CUSIP Number: 056752-10-8 Page 5 of 8 Pages Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n): (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780); (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c); (c) [] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c); (d) [] Investment company registered under Section 8 of the Investment Company registered under Section 7 (194 (15 U.S.C. 80a-8); (e) [] Investment adviser in accordance with Section 240.13d-1(b)(1)(11)(F); (f) [] Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(11)(F); (f) [] Parent holding company or control person in accordance</pre>	<pre>12/F, Ideal International Plaza No. 58 West-North 4th Ring Beijing, 100080 Peoples Republic of China tem 2(a). Name of Person Filing: Citigroup Financial Products, Inc. ("CFP") Citigroup Global Markets Holdings Inc. ("CGM Holdings") Citigroup Inc. ("Citigroup") tem 2(b). Address of Principal Office or, if none, Residence: The address of the principal office of both CFP and CGM Holdings is: 388 Greenwich Street New York, NY 10013 The address of the principal office of Citigroup is: 399 Park Avenue New York, NY 10043 tem 2(c). Citizenship or Place of Organization: CGM Holdings is a New York corporation. CFP and Citigroup are Delaware corporations. tem 2(d). Title of Class of Securities: American Depository Shares tem 2(e). CUSIP Number: 056752-10-8 Page 5 of 8 Pages tem 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n): (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780); (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 780;); (c) [] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 780;; (d) [] Investment company registered under Section 8 of the</pre>		Baidu.Com, Inc.
<ul> <li>No. 58 West-North 4th Ring Beijing, 100080 Peoples Republic of China</li> <li>Item 2(a). Name of Person Filing: Citigroup Global Markets Holdings Inc. ("CGP") Citigroup Global Markets Holdings Inc. ("CGM Holdings") Citigroup Inc. ("Citigroup")</li> <li>Item 2(b). Address of Principal Office or, if none, Residence: The address of the principal office of both CFP and CGM Holdings is: 388 Greenwich Street New York, NY 10013 The address of the principal office of Citigroup is: 399 Park Avenue New York, NY 10043</li> <li>Item 2(c). Citizenship or Place of Organization: CGM Holdings is a New York corporation. CFP and Citigroup are Delaware corporations.</li> <li>Item 2(d). Title of Class of Securities: American Depository Shares</li> <li>Item 2(e). CUSIP Number: 056752-10-8 Page 5 of 8 Pages</li> <li>Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n): (a) [ ] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780); (b) [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c); (c) [ ] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c); (d) [ ] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); (e) [ ] Investment adviser in accordance with Section 240.13d-1(b)(1)(1)(F); (f) [ ] Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(1)(F);</li> <li>(f) [ ] Parent holding company or control person in accordance</li> </ul>	<pre>No. 58 West-North 4th Ring Beijing, 160080 Peoples Republic of China tem 2(a). Name of Person Filing: Citigroup Financial Products, Inc. ("CFP") Citigroup Global Markets Holdings Inc. ("CGM Holdings") Citigroup Inc. ("Citigroup") tem 2(b). Address of Principal Office or, if none, Residence: The address of the principal office of both CFP and CGM Holdings is: 388 Greenwich Street New York, NY 10013 The address of the principal office of Citigroup is: 399 Park Avenue New York, NY 10043 tem 2(c). Citizenship or Place of Organization: CGM Holdings is a New York corporation. CFP and Citigroup are Delaware corporations. tem 2(d). Title of Class of Securities: American Depository Shares tem 2(e). CUSIP Number: 056752-10-8</pre>	Item 1(b).	Address of Issuer's Principal Executive Offices:
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<pre>Citigroup Global Markets Holdings Tnc. ("CGM Holdings") Citigroup Inc. ("Citigroup") Item 2(b). Address of Principal Office or, if none, Residence: The address of the principal office of both CFP and CGM Holdings is: 388 Greenwich Street New York, NY 10013 The address of the principal office of Citigroup is: 399 Park Avenue New York, NY 10043 Item 2(c). Citizenship or Place of Organization: CGM Holdings is a New York corporation. CFP and Citigroup are Delaware corporations. Item 2(d). Title of Class of Securities: American Depository Shares Item 2(e). CUSIP Number: 056752-10-8 Page 5 of 8 Pages Item 3. If This Statement IS Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n): (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780); (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c); (c) [] Investment company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c); (d) [] Investment adviser in accordance with Section 240.13d-1(b)(1)(i)(F); (f) [] Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F); (g) [] Parent holding company or control person in accordance</pre>	Citiğroup Global Markets Holdings Inc. ("CGM Holdings") Citigroup Inc. ("Citigroup") tem 2(b). Address of Principal Office or, if none, Residence: The address of the principal office of both CFP and CGM Holdings is: 388 Greenwich Street New York, NY 10013 The address of the principal office of Citigroup is: 399 Park Avenue New York, NY 10043 tem 2(c). Citizenship or Place of Organization: CGM Holdings is a New York corporation. CFP and Citigroup are Delaware corporations. tem 2(d). Title of Class of Securities: American Depository Shares tem 2(e). CUSIP Number: 056752-10-8 Page 5 of 8 Pages tem 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n): (a) [] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 780); (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c); (c) [] Investment company registered under Section 8 of the	Item 2(a).	Name of Person Filing:
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- (h) [ ] Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

### Item 4. Ownership. (as of December 31, 2008)

- (a) Amount beneficially owned: See item 9 of cover pages
- (b) Percent of class: See item 11 of cover pages
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

See Items 5-8 of cover pages

### Page 6 of 8 Pages

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

CGM Holdings is the sole stockholder of CFP. Citigroup is the sole stockholder of CGM Holdings.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

#### Page 7 of 8 Pages

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 5, 2009

```
CITIGROUP FINANCIAL PRODUCTS INC.
By: /s/ Riqueza V. Feaster
  Name: Riqueza V. Feaster
  Title: Assistant Secretary
CITIGROUP GLOBAL MARKETS HOLDINGS INC.
By: /s/ Riqueza V. Feaster
   .....
  Name: Riqueza V. Feaster
  Title: Assistant Secretary
CITIGROUP INC.
By: /s/ Riqueza V. Feaster
                      -----
            _ _ _ _ _
                . _ _
  Name: Riqueza V. Feaster
  Title: Assistant Secretary
```

Page 8 of 8 Pages

EXHIBIT INDEX TO SCHEDULE 13G

EXHIBIT 1

- -----

Agreement between CFP, CGM Holdings and Citigroup as to joint filing of Schedule  $13\ensuremath{\mathsf{G}}$ 

# EXHIBIT 1

# AGREEMENT AS TO JOINT FILING OF SCHEDULE 13G

Each of the undersigned hereby affirms that it is individually eligible to use Schedule 13G, and agrees that this Schedule 13G is filed on its behalf.

Date: February 5, 2009

CITIGROUP FINANCIAL PRODUCTS INC.

By: /s/ Riqueza V. Feaster Name: Riqueza V. Feaster Title: Assistant Secretary

CITIGROUP GLOBAL MARKETS HOLDINGS INC.

By: /s/ Riqueza V. Feaster Name: Riqueza V. Feaster Title: Assistant Secretary

CITIGROUP INC.

By: /s/ Riqueza V. Feaster Name: Riqueza V. Feaster Title: Assistant Secretary