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SMITH BARNEY FUND MANAGEMENT LLC

Form 13F-NT

November 14, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

Check here if Amendment [  ]; Amendment Number: \_\_\_\_\_  
This Amendment (Check only one.): [  ] is a restatement.  
[  ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Smith Barney Fund Management LLC  
Address: 333 West 34th Street  
New York, New York 10001

Form 13F File Number: 28-4024

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Thomas C. Mandia  
Title: Secretary  
Phone: (203) 890-7038

Signature, Place, and Date of Signing:

/s/ Thomas C. Mandia                      Stamford, Connecticut                      November 10, 2005

Report Type (Check only one.):

[  ] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ X ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[  ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

Form 13F File Number 28-2427  
Name: Citigroup Inc.