## Edgar Filing: Citi Trends Inc - Form 4

Citi Trends I Form 4 April 02, 200	08									
FORN	<b>4</b> UNITED STAT	ES SECURI	TIES AN	ND EXC	CHAI	NGE (	COMMISSION	-	PPROVAL	
			ington, l					Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o	ES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated a burden hou response	irs per			
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section $17(a)$ of the section $17(a)$		ity Holdi	ing Com	pany	Act o	f 1935 or Sectio	·		
(Print or Type F	Responses)									
1. Name and A Dunn James	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol Citi Trends Inc [CTRN]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of E	arliest Tra	nsaction			(Chec	ck all applicable	e)	
(Month			Month/Day/Year) )3/31/2008				Director 10% Owner X_ Officer (give title Other (specify below) below) Senior Vice President of Store			
(Street) 4. If Amendment, Date Origina Filed(Month/Day/Year)				e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
SAVANNA	H, GA 31408						Form filed by M Person	More than One Re	eporting	
(City)	(State) (Zip)	Table I	l - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any	ution Date, if th/Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/31/2008		A	5,691	A	\$ 0	7,220	D		

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Add	lress	Relationships							
	Director	Director 10% Owner Officer		Other					
Dunn James A C/O CITI TRENDS, INC. 104 COLEMAN BOULEV SAVANNAH, GA 31408	ARD		Senior Vice President of Store						
Signatures									
/s/ James A. Dunn	04/02/2008								
<u>**</u> Signature of	Date								

\*\*Signature of Reporting Person

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(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. 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.