Dunn James A Form 4 March 25, 2010

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

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

STATEMENT OF CHANGES IN 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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunn James A

(First) (Middle)

C/O CITI TRENDS, INC., 104 COLEMAN BLVD.

DL VD.

(Street)

SAVANNAH, GA 31408

2. Issuer Name **and** Ticker or Trading Symbol

Citi Trends Inc [CTRN]
3. Date of Earliest Transaction

(Month/Day/Year) 03/23/2010

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

____ Director ____ 10% Owner ___ X__ Officer (give title ____ Other (specify below) ____ below)

Sr. VP of Store Operations

6. Individual or Joint/Group Filing(Check

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		- Iau	16 1 - 14011-1	Derivative	Secui	ines Acquii	cu, Disposeu oi,	or beneficiali	y Owneu
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/23/2010		M	10,000	A	\$ 0.3846	25,062	D	
Common Stock	03/23/2010		S	500	D	\$ 34.1625	24,562	D	
Common Stock	03/23/2010		S	1,098	D	\$ 34.17	23,464	D	
Common Stock	03/23/2010		S	399	D	\$ 34.18	23,065	D	
Common Stock	03/23/2010		S	1,800	D	\$ 34.19	21,265	D	

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Common Stock	03/23/2010	S	301	D	\$ 34.2	20,964	D
Common Stock	03/23/2010	S	800	D	\$ 34.21	20,164	D
Common Stock	03/23/2010	S	100	D	\$ 34.22	20,064	D
Common Stock	03/23/2010	S	1,106	D	\$ 34.23	18,958	D
Common Stock	03/23/2010	S	300	D	\$ 34.2375	18,658	D
Common Stock	03/23/2010	S	499	D	\$ 34.24	18,159	D
Common Stock	03/23/2010	S	300	D	\$ 34.245	17,859	D
Common Stock	03/23/2010	S	1	D	\$ 34.25	17,858	D
Common Stock	03/23/2010	S	1,896	D	\$ 34.26	15,962	D
Common Stock	03/23/2010	S	400	D	\$ 34.265	15,562	D
Common Stock	03/23/2010	S	200	D	\$ 34.27	15,362	D
Common Stock	03/23/2010	S	100	D	\$ 34.28	15,262	D
Common Stock	03/23/2010	S	200	D	\$ 34.3	15,062	D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)		Title

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Date Expiration Amount Exercisable Date or

Number of Shares

Employee

Stock

Option \$ 0.3846 03/23/2010

M

10,000

(2) 06/13/2011

Common Stock 10,000

(Right to Buy) (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dunn James A

C/O CITI TRENDS, INC. 104 COLEMAN BLVD. SAVANNAH, GA 31408

Sr. VP of Store Operations

Signatures

/s/Henry Thompson, as attorney-in-fact

03/25/2010

**Signature of Reporting Person

Date

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).
- (1) Granted pursuant to the Amended and Restated 1999 Stock Option Plan.
- (2) The option vested in four equal installments on June 13, 2002, 2003, 2004 and 2005.

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.

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