

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hampshire Equity Partners II, L.P.</u> <hr/> (Last) (First) (Middle) 520 MADISON AVENUE <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/17/2005	3. Issuer Name and Ticker or Trading Symbol <u>Citi Trends Inc [CTRN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Exhibit 99.1	5. If Amendment, Date of Original Filed (Month/Day/Year) 05/17/2005
6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

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)
Common Stock, par value \$.01 per share	7,546,404 ⁽¹⁾	D ⁽²⁾	
Common Stock, par value \$.01 per share	1,255,486	D ⁽³⁾	
Common Stock, par value \$.01 per share	25,109	D ⁽⁴⁾	

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Options (1999 Stock Option Plan)	08/02/2003	08/02/2013	Common Stock, par value \$.01 per share	37,050 ⁽¹⁾	3.6154	D ⁽²⁾
Stock Options (1999 Stock Option Plan)	10/30/2004	10/30/2014	Common Stock, par value \$.01 per share	29,562 ⁽¹⁾	6.8462	D ⁽²⁾

1. Name and Address of Reporting Person* <u>Hampshire Equity Partners II, L.P.</u> <hr/> (Last) (First) (Middle) 520 MADISON AVENUE <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Hampshire Equity Partners Cayman D.B. II, LP</u> <hr/> (Last) (First) (Middle) 520 MADISON AVENUE <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Hampshire Equity Partners Cayman II LP</u> <hr/> (Last) (First) (Middle) 520 MADISON AVENUE <hr/> (Street) NEW YORK NY 10022 <hr/> (City) (State) (Zip)		
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Partners II, Inc., its General
Partner By:/s/ Gregory P. Flynn
Name: Gregory P. Flynn Title:
Vice President

LEXINGTON EQUITY
PARTNERS II, L.P. By:
Lexington Equity Partners II,
Inc., its General Partner By:/s/ 04/03/2007
Gregory P. Flynn Name:
Gregory P. Flynn Title: Vice
President

LEXINGTON EQUITY
PARTNERS CAYMAN II, L.P.
By: Lexington Equity Partners
II, Inc., its General Partner 04/03/2007
By:/s/ Gregory P. Flynn Name:
Gregory P. Flynn Title: Vice
President

LEXINGTON EQUITY
PARTNERS II, INC. By:/s/
Gregory P. Flynn Name: 04/03/2007
Gregory P. Flynn Title: Vice
President

** Signature of Reporting Person Date

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

* 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.

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 Number.

Hampshire Equity Partners II, L.P. ("HEP II") is a 10% holder of record of common stock of Citi Trends, Inc. ("Citi Trends"). Hampshire Equity Partners Cayman D.B. II, L.P. ("HEP D.B. II") and Hampshire Equity Partners Cayman II, L.P. ("HEP Cayman II" and together with HEP II and HEP D.B. II, the "Hampshire Funds") are also record holders of common stock of Citi Trends, Inc. and are controlled by the entity that also controls HEP II. See footnotes 2, 3 and 4 regarding beneficial ownership of shares held by the Hampshire Funds.