

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Hampshire Equity Partners II, L.P.</u>  (Last) (First) (Middle) 520 MADISON AVENUE  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Citi Trends Inc [ CTRN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2006	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.01 per share	01/31/2006		S		1,306,086	D	\$40.1375	5,390,235	I	See Note.(1)

**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 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (1999 Stock Option Plan)	\$3.6154	01/31/2006		S			37,050	08/02/2003	08/02/2013	Common Stock, par value \$.01 per share	37,050	\$40.1375	0	I	See Note. (1)
Stock Options (1999 Stock Option Plan)	\$6.8462	01/31/2006		S			29,562	10/30/2004	10/30/2014	Common Stock, par value \$.01 per share	29,562	\$40.1375	0	I	See Note. (1)

1. Name and Address of Reporting Person\*

Hampshire Equity Partners II, L.P.

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Lexington Equity Partners II, Inc.

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK NY 10022

(City) (State) (Zip)

**Explanation of Responses:**

1. Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners II, L.P., which is the general partner of Hampshire Equity Partners II, L.P. ("Hampshire"). As such, Lexington Equity Partners II, Inc. and Lexington Equity Partners II, L.P. could be deemed to beneficially own the shares of the Issuer owned directly by Hampshire. Lexington Equity Partners II, Inc. and Lexington Equity Partners II, L.P. disclaim beneficial ownership of such shares, and this report shall not be deemed an admission that either Lexington Equity Partners II, Inc. or Lexington Equity Partners II, L.P. is the beneficial owner of the securities for the purpose of Section 16 or for any other purpose.

**Remarks:**

/s/ Gregory P. Flynn

02/02/2006

\*\* 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 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.

**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.**