

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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) Other (specify below)	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	8,893,612 ⁽¹⁾	I	See Note ⁽²⁾

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	Title	Amount or Number of Shares			

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, 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. Represents shares of the Issuer held directly by Hampshire Equity Partners II, L.P.

2. 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.

/s/ Gregory P. Flynn

05/23/2005

/s/ Gregory P. Flynn

05/23/2005

/s/ Gregory P. Flynn

05/23/2005

** 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.