FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL
	OMB Number:	3235-0287
l	Estimated average burde	en
l	hours per response:	0.5

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

	2. Issuer Name and Ticker or Trading Symbol Citi Trends Inc [CTRN]												all app	ll applicable)									
DICC	<u>. D</u>																						
							2. Data of Farlingt Transportion (Month/Day/Mass)												Other (specify below)				
							03/15/2011									Exec. VP and CFO							
C/O CITI TRENDS, INC.																							
104 COLEMAN BLVD.																		C. Ladinida al an Initel Carron Filippy (Obsala A. P. 11					
						4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)																X Form filed by One Reporting Person							
SAVANNAH GA 31408																Form filed by More than One Reporting Person				orting			
(State)	(Zip)																					
	Tab	le I - Noi	า-Deriv	ative	Se	curiti	es Ac	qu	ıired,	Dis	posed o	f, o	r Ben	efici	ally C)wne	ed						
Date					r) E	2A. Deemed Execution Date, if any (Month/Day/Year)		·	Transaction Disposed Code (Instr. 5)						4 and S B		Securities Beneficially Owned Following		Direct Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									Code	v	Amount		(A) or (D)	Price	. 1	Transa	action(s)			(111501.4)			
Common Stock 03/15									A		8,979		A		0	29,167			D				
Common Stock 03/16/									F		548		D	D \$22.		28,619			D				
	Ta															ned							
		Execution if any	Date,	ransaction Code (Instr.		n of			xpiratio	n Date	e ar)	Amou		estr. 3	Deriv Secui	rivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	nership rm: ect (D) Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(FI TRENDS EMAN B. Stock Stock Stock Stock Price of Derivative Stock Sto	TRENDS, INC. EMAN BLVD. INAH GA (State) Tab Security (Instr. 3) Stock Stock Tac 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) I TRENDS, INC. EMAN BLVD. IAH GA 31408 (State) (Zip) Table I - Nor Security (Instr. 3) Stock Stock Table II - I (2. Conversion or Exercise Price of Derivative III (Month/Day/Year) (Month/Day/Year) Stock IAH GA 31408 (Middle) Table II - I (Middle) I Trensaction Date (Middle) 31. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) I TRENDS, INC. EMAN BLVD. Table I - Non-Derive Security (Instr. 3) Stock Stock 12. Transa Date (Month/D Stock 13. Transaction Date (Month/Day/Year) 2. Table II - Derivati (e.g., pu	(First) (Middle) I TRENDS, INC. IMAH GA 31408 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock 03/15/2011 Table II - Derivative Security (e.g., puts, c. or Exercise Price of Derivative Security 2. 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Explanation of Responses:

<u>/s/ Henry Thompson, as attorney-in-fact</u>

03/17/2011

** 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.