

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
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1. Name and Address of Reporting Person* <u>Hampshire Equity Partners II, L.P.</u>			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) <input checked="" type="checkbox"/> Other (specify below) See Exhibit 99.1		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/31/2006</u>			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		
<u>520 MADISON AVENUE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/02/2006</u>					
(Street) <u>NEW YORK NY 10022</u>								
(City) (State) (Zip)								

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		1,372,698	D	\$40.1375	5,419,212 ⁽¹⁾	D ⁽²⁾	
Common Stock, par value \$.01 per share	01/31/2006		S		193,158	D	\$40.1375	893,699 ⁽¹⁾	D ⁽³⁾	
Common Stock, par value \$.01 per share	01/03/2006		S		3,894	D	\$40.1375	17,874 ⁽¹⁾	D ⁽⁴⁾	

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		C			37,050	08/02/2003	08/02/2013	Common Stock, par value \$.01 per share	37,050	\$40.1375	0	D ⁽²⁾	
Stock Options (1999 Stock Option Plan)	\$6.8462	01/31/2006		C			29,562	10/30/2004	10/30/2014	Common Stock, par value \$.01 per share	29,562	\$40.1375	0	D ⁽²⁾	

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*
Hampshire Equity Partners Cayman D.B. II, LP

(Last) (First) (Middle)
520 MADISON AVENUE

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Hampshire Equity Partners Cayman II LP		
(Last)	(First)	(Middle)
520 MADISON AVENUE		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
Lexington Equity Partners Cayman II, LP		
(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:

- The number of shares sold by Hampshire Equity Partners II, L.P. ("HEP II"), 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") in a secondary offering of Citi Trends, Inc. common stock which closed January 31, 2006 (the "Secondary Offering") and reported on a Form 4 filed on February 2, 2006 (the "Original Form 4") were incorrectly allocated among the Hampshire Funds. The share totals reported hereby are the accurate number of shares held by each of the Hampshire Funds following the Secondary Offering.
- These shares and options are held in the name of HEP II. Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners II, L.P., which is the general partner of HEP II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.
- These shares are held in the name of HEP D.B. II. Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners Cayman II, L.P., which is the general partner of HEP D.B. II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.
- These shares are held in the name of HEP Cayman II. Lexington Equity Partners II, Inc. is the general partner of Lexington Equity Partners Cayman II, L.P., which is the general partner of HEP Cayman II. Lexington Equity Partners II, Inc. is the ultimate beneficial owner of all shares and options reported hereunder.

Remarks:

The aggregate number of beneficially owned shares reported hereby was previously reported on the Original Form 4. The aggregate beneficial ownership of the Reporting Persons has not changed since such filing.

[HAMPSHIRE EQUITY PARTNERS II, L.P. By: Lexington Equity Partners II, L.P., its General Partner By: Lexington Equity Partners II, Inc., its General Partner By: /s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President](#) [04/03/2007](#)

[HAMPSHIRE EQUITY PARTNERS CAYMAN D.B. II, L.P. By: Lexington Equity Partners Cayman II, L.P., its General Partner By: Lexington](#) [04/03/2007](#)

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

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 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.