SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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*	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name **and** Ticker or Trading Symbol
NOLL TRACY L (Last) (First) (Middle) C/O CITI TRENDS, INC. 102 FAHM STREET (Street) SAVANNAH GA 31401 (City) (State) (Zip)	05/17/2005	Citi Trends Inc [CTRN] 4. Relationship of Reporting Person(s) to Issuer (Check all applicable): X Director; 10% Owner; Officer (give title below); Other (specify below) 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person; 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	45,500	D	

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			
Stock Options (Amended and Restated 1999 Stock Option Plan)	08/02/2003	08/02/2013	Common Stock, par value $.01 per share	208	3.62	D	
Stock Options (Amended and Restated 1999 Stock Options Plan)	10/30/2004	10/30/2014	Common Stock, par value $.01 per share	156	6.85	D	
Stock Options (Amended and Restated 1999 Stock Option Plan)	02/02/2002	02/02/2012	Common Stock, par value $.01 per share	39,000	0.38	D	
Stock Options (Amended and Restated 1999 Stock Option Plan)	05/23/2004	05/23/2013	Common Stock, par value $.01 per share	2,600	3.62	D	
Stock Options (Amended and Restated 1999 Stock Option Plan)	03/10/2005	03/10/2014	Common Stock, par value $.01 per share	2,600	6.54	D	

Explanation of Responses:

/s/ Tracy L. Noll — 05/17/2005

** 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.