

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>Dunn James A</u> (Last) (First) (Middle) C/O CITI TRENDS, INC. 104 COLEMAN BLVD. (Street) SAVANNAH GA 31408 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP of Store Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/23/2010</u>	
		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	03/23/2010		M		10,000	A	\$0.3846	25,062	D	
Common Stock	03/23/2010		S		500	D	\$34.1625	24,562	D	
Common Stock	03/23/2010		S		1,098	D	\$34.17	23,464	D	
Common Stock	03/23/2010		S		399	D	\$34.18	23,065	D	
Common Stock	03/23/2010		S		1,800	D	\$34.19	21,265	D	
Common Stock	03/23/2010		S		301	D	\$34.2	20,964	D	
Common Stock	03/23/2010		S		800	D	\$34.21	20,164	D	
Common Stock	03/23/2010		S		100	D	\$34.22	20,064	D	
Common Stock	03/23/2010		S		1,106	D	\$34.23	18,958	D	
Common Stock	03/23/2010		S		300	D	\$34.2375	18,658	D	
Common Stock	03/23/2010		S		499	D	\$34.24	18,159	D	
Common Stock	03/23/2010		S		300	D	\$34.245	17,859	D	
Common Stock	03/23/2010		S		1	D	\$34.25	17,858	D	
Common Stock	03/23/2010		S		1,896	D	\$34.26	15,962	D	
Common Stock	03/23/2010		S		400	D	\$34.265	15,562	D	
Common Stock	03/23/2010		S		200	D	\$34.27	15,362	D	
Common Stock	03/23/2010		S		100	D	\$34.28	15,262	D	
Common Stock	03/23/2010		S		200	D	\$34.3	15,062	D	

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
Employee Stock Option (Right to Buy) ⁽¹⁾	\$0.3846	03/23/2010		M			10,000	(2)	06/13/2011	Common Stock	10,000	\$0	11,098	D	

Explanation of Responses:

1. Granted pursuant to the Amended and Restated 1999 Stock Option Plan.

2. The option vested in four equal installments on June 13, 2002, 2003, 2004 and 2005.

/s/Henry Thompson, as
attorney-in-fact

03/25/2010

** 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.