

Dunn James A
Form 4
March 25, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Dunn James A

2. Issuer Name and Ticker or Trading Symbol
Citi Trends Inc [CTRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CITI TRENDS, INC., 104
COLEMAN BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP of Store Operations

(Street)
SAVANNAH, GA 31408

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	03/23/2010		M		10,000	A	\$ 0.3846 25,062
Common Stock	03/23/2010		S		500	D	\$ 34.1625 24,562
Common Stock	03/23/2010		S		1,098	D	\$ 34.17 23,464
Common Stock	03/23/2010		S		399	D	\$ 34.18 23,065
Common Stock	03/23/2010		S		1,800	D	\$ 34.19 21,265

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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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)		Title

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				Date Exercisable	Expiration Date	Amount or Number of Shares		
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 0.3846	03/23/2010	M	10,000	<u>(2)</u>	06/13/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunn James A C/O CITI TRENDS, INC. 104 COLEMAN BLVD. SAVANNAH, GA 31408			Sr. VP of Store Operations	

Signatures

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

03/25/2010

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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