

Citi Trends Inc
 Form 4/A
 April 04, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Hampshire Equity Partners II, L.P.

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)
 520 MADISON AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2006

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Exhibit 99.1

NEW YORK, NY 10022
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/02/2006

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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, par value \$.01 per share | 01/31/2006 | | S | | 1,372,698 | D | \$ 40.1375 |
| | | | | | | | 5,419,212 <u>(1)</u> |
| Common Stock, par value \$.01 per share | 01/31/2006 | | S | | 193,158 | D | \$ 40.1375 |
| | | | | | | | 893,699 <u>(1)</u> |
| Common Stock, par value \$.01 per share | 01/03/2006 | | S | | 3,894 | D | \$ 40.1375 |
| | | | | | | | 17,874 <u>(1)</u> |

value
\$.01 per
share

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

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 control number.

SEC 1474
(9-02)

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) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| 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 |
| 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 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| Hampshire Equity Partners II, L.P. 520 MADISON AVENUE NEW YORK, NY 10022 | | X | | See Exhibit 99.1 |
| Hampshire Equity Partners Cayman D.B. II, LP 520 MADISON AVENUE NEW YORK, NY 10022 | | | | See Exhibit 99.1 |

Hampshire Equity Partners Cayman II LP
520 MADISON AVENUE See Exhibit 99.1
NEW YORK, NY 10022

Lexington Equity Partners Cayman II, LP
520 MADISON AVENUE See Exhibit 99.1
NEW YORK, NY 10022

Lexington Equity Partners II, L.P.
520 MADISON AVENUE See Exhibit 99.1
NEW YORK, NY 10022

Lexington Equity Partners II, Inc. X See Exhibit 99.1
520 MADISON AVENUE
NEW YORK, NY 10022

Signatures

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

__Signature of Reporting Person Date

HAMPSHIRE EQUITY PARTNERS CAYMAN D.B. II, L.P. By: Lexington Equity Partners
Cayman 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

__Signature of Reporting Person Date

HAMPSHIRE EQUITY PARTNERS CAYMAN II, L.P. By: Lexington Equity Partners
Cayman 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

__Signature of Reporting Person Date

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

__Signature of Reporting Person Date

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

__Signature of Reporting Person Date

LEXINGTON EQUITY PARTNERS II, INC. By: /s/ Gregory P. Flynn Name: Gregory P.
Flynn Title: Vice President 04/03/2007

__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).

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.

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- (2) 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.

- (3) 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.

- (4) 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 number of beneficially owned shares reported hereby was previously reported on the Original Form 4.

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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