

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

(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  
Citi Trends Inc [CTRN]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr. VP of Store Operations

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	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

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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

