

Dunn James A
 Form 4
 March 25, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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	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

Edgar Filing: Dunn James A - Form 4

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.

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)		Title

