

Citi Trends Inc
Form 4
April 02, 2008

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 *
Bellino George A

(Last) (First) (Middle)

C/O CITI TRENDS, INC., 104
COLEMAN BOULEVARD

(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)
03/31/2008

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)
President & CMO

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) | (A) or (D) | 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 | Price | | |
| Common Stock | 03/31/2008 | | S | | 2,300 | \$ 18.3 | D | |
| Common Stock | 03/31/2008 | | S | | 900 | \$ 18.31 | D | |
| Common Stock | 03/31/2008 | | S | | 2,500 | \$ 18.32 | D | |
| Common Stock | 03/31/2008 | | S | | 2,102 | \$ 18.33 | D | |
| Common Stock | 03/31/2008 | | S | | 123 | \$ 18.34 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 03/31/2008 | S | 6,300 | D | \$ 18.36 | 94,648 | D |
| Common Stock | 03/31/2008 | S | 1,600 | D | \$ 18.37 | 93,048 | D |
| Common Stock | 03/31/2008 | S | 1,800 | D | \$ 18.38 | 91,248 | D |
| Common Stock | 03/31/2008 | S | 300 | D | \$ 18.39 | 90,948 | D |
| Common Stock | 03/31/2008 | S | 10,000 | D | \$ 18.4 | 80,948 | D |
| Common Stock | 03/31/2008 | S | 4,300 | D | \$ 18.5 | 76,648 | D |
| Common Stock | 03/31/2008 | S | 700 | D | \$ 18.51 | 75,948 | D |
| Common Stock | 03/31/2008 | S | 100 | D | \$ 18.52 | 75,848 | D |
| Common Stock | 03/31/2008 | S | 1,500 | D | \$ 18.54 | 74,348 | D |
| Common Stock | 03/31/2008 | S | 500 | D | \$ 18.55 | 73,848 | D |
| Common Stock | 03/31/2008 | S | 500 | D | \$ 18.56 | 73,348 | D |
| Common Stock | 03/31/2008 | S | 482 | D | \$ 18.57 | 72,866 | D |
| Common Stock | 03/31/2008 | S | 575 | D | \$ 18.58 | 72,291 | D |
| Common Stock | 03/31/2008 | S | 1,300 | D | \$ 18.59 | 70,991 | D |
| Common Stock | 03/31/2008 | S | 618 | D | \$ 18.6 | 70,373 | D |
| Common Stock | 03/31/2008 | S | 200 | D | \$ 18.61 | 70,173 | D |
| Common Stock | 03/31/2008 | S | 100 | D | \$ 18.63 | 70,073 | D |
| Common Stock | 03/31/2008 | S | 500 | D | \$ 18.64 | 69,573 | D |
| Common Stock | 03/31/2008 | S | 500 | D | \$ 18.65 | 69,073 | D |
| Common Stock | 03/31/2008 | S | 200 | D | \$ 18.66 | 68,873 | D |
| | 03/31/2008 | M | 832 | A | \$ 3.62 | 69,705 | D |

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| | | | | | | | |
|--------------|------------|--|---|-------|---|----------|----------|
| Common Stock | | | | | | | |
| Common Stock | 03/31/2008 | | M | 676 | A | \$ 6.85 | 70,381 D |
| Common Stock | 03/31/2008 | | M | 5,500 | A | \$ 14 | 75,881 D |
| Common Stock | 03/31/2008 | | S | 7,527 | D | \$ 17.82 | 68,354 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.

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(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 (Amended and Restated 1999 Stock Option Plan) | \$ 3.62 | 03/31/2008 | | M | 832 | 08/02/2003 08/02/2013 | Common Stock | 832 | |
| Stock Options (Amended and Restated 1999 Stock Option Plan) | \$ 6.85 | 03/31/2008 | | M | 676 | 10/30/2004 10/30/2014 | Common Stock | 676 | |
| | \$ 14 | 03/31/2008 | | M | 5,500 | ⁽¹⁾ 05/17/2015 | | 5,500 | |

Stock
Options
(2005
Long Term
Incentive
Plan)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bellino George A C/O CITI TRENDS, INC. 104 COLEMAN BOULEVARD SAVANNAH, GA 31408 | | | President & CMO | |

Signatures

/s/ George A.
Bellino

04/02/2008

**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) The options will vest over a four-year period, with one-fourth vesting on the first anniversary of the effective grant date.

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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