

Citi Trends Inc
Form 4
June 19, 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)
06/18/2007

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

NEW YORK, NY 10022

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 (D) Price | | | |
| Common Stock, par value \$0.01 per share | 06/18/2007 | | S | 1,953,343 D \$ 36.024 | 3,465,869 | D | (1) |
| Common Stock, par value \$0.01 per share | 06/18/2007 | | S | 322,131 D \$ 36.024 | 571,568 | D | (2) |
| Common Stock, par value \$0.01 per share | 06/18/2007 | | S | 6,443 D \$ 36.024 | 11,431 | D | (3) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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

Lexington Equity Partners II, Inc.
520 MADISON AVENUE
NEW YORK, NY 10022

X

See Exhibit 99.1

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 | 06/18/2007 |
| __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 | 06/18/2007 |
| __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 | 06/18/2007 |
| __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 | 06/18/2007 |
| __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 | 06/18/2007 |
| __Signature of Reporting Person | Date |
| LEXINGTON EQUITY PARTNERS II, INC. By: /s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President | 06/18/2007 |
| __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).
 - (1) These shares are held in the name of Hampshire Equity Partners II, L.P. ("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 reported hereunder.
 - (2) These shares are held in the name of Hampshire Equity Partners Cayman D.B. II, L.P. ("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 reported hereunder.
 - (3) These shares are held in the name of Hampshire Equity Partners Cayman II, L.P. ("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 reported hereunder.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.