

Citi Trends Inc
 Form 4
 December 11, 2007

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 *
 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

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2007

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

See Exhibit 99.1.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 12/11/2007 | | J ⁽¹⁾ | | 1,753,850 | D | 0 |
| Common Stock, par value \$.01 per share | 12/11/2007 | | J ⁽¹⁾ | | 289,233 | D | 0 |
| Common Stock, par value \$.01 per share | 12/11/2007 | | J ⁽¹⁾ | | 5,785 | D | 0 |

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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/ Tracey Rudd Name: Tracey Rudd Title: President | 12/11/2007 |
| __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/ Tracey Rudd Name: Tracey Rudd Title: President | 12/11/2007 |
| __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/ Tracey Rudd Name: Tracey Rudd Title: President | 12/11/2007 |
| __Signature of Reporting Person | Date |
| LEXINGTON EQUITY PARTNERS II, L.P. By: Lexington Equity Partners II, Inc., its General Partner By:/s/ Tracey Rudd Name: Tracey Rudd Title: President | 12/11/2007 |
| __Signature of Reporting Person | Date |
| LEXINGTON EQUITY PARTNERS CAYMAN II, L.P. By: Lexington Equity Partners II, Inc., its General Partner By: /s/ Tracey Rudd Name: Tracey Rudd Title: President | 12/11/2007 |
| __Signature of Reporting Person | Date |
| LEXINGTON EQUITY PARTNERS II, INC. By: /s/ Tracey Rudd Name: Tracey Rudd Title: President | 12/11/2007 |
| __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) Pro rata distribution in kind without consideration from HEP II, HEP D.B. II and HEP Cayman to their respective limited partners and general partners.
 These shares 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.
- (2) 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.
- (3) 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.
- (4)

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.