

Citi Trends Inc
Form 4
December 11, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hampshire Equity Partners II, L.P.

(Last) (First) (Middle)

520 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Citi Trends Inc [CTRN]

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

12/11/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

See Exhibit 99.1.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	12/11/2007		J ⁽¹⁾	1,753,850	D <u>(1)</u> 0	D ⁽²⁾	
Common Stock, par value \$.01 per share	12/11/2007		J ⁽¹⁾	289,233	D <u>(1)</u> 0	D ⁽³⁾	
Common Stock, par value \$.01 per share	12/11/2007		J ⁽¹⁾	5,785	D <u>(1)</u> 0	D ⁽⁴⁾	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 10)
				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.

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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