

Anderson R Edward  
 Form 4  
 December 07, 2009

**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 \*  
 Anderson R Edward

(Last) (First) (Middle)  
 C/O CITI TRENDS, INC., 104  
 COLEMAN BLVD.  
 (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)  
 12/04/2009

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)  
 Executive Chairman

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) | 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 or Price   |  |                                   |
| Common Stock                    | 12/04/2009                           |  | M                              |   | 14,000 A \$ 14  | 206,409  | D                                 |
| Common Stock                    | 12/04/2009                           |  | M                              |   | 390 A \$ 3.6154   | 206,799  | D                                 |
| Common Stock                    | 12/04/2009                           |  | M                              |   | 312 A \$ 6.8462   | 207,111  | D                                 |
| Common Stock                    | 12/04/2009                           |  | S                              |   | 14,702 D \$ 27  | 192,409  | D                                 |

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (right to buy) <sup>(1)</sup> | \$ 14  | 12/04/2009                           |  | M                              | 14,000  | <sup>(2)</sup> 05/17/2015                                | Common Stock 14,000   |
| Employee Stock Option (right to buy) <sup>(3)</sup> | \$ 3.6154  | 12/04/2009                           |  | M                              | 390   | 08/02/2003 08/02/2013                                    | Common Stock 390  |
| Employee Stock option (right to buy) <sup>(3)</sup> | \$ 6.8462  | 12/04/2009                           |  | M                              | 312   | 10/30/2004 10/30/2014                                    | Common Stock 312  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Anderson R Edward<br>C/O CITI TRENDS, INC.<br>104 COLEMAN BLVD.<br>SAVANNAH, GA 31408 | X             |           | Executive Chairman |       |

## Signatures

R. Edward  
Anderson 12/07/2009

\_\_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) Granted pursuant to the 2005 Long-Term Incentive Plan.
- (2) The option vested in four equal installments on May 17, 2006, 2007, 2008 and 2009.
- (3) Granted pursuant to the Amended and Restated 1999 Stock Option Plan.

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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