

Citi Trends Inc
 Form 4
 September 25, 2006

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 *
 Bellino George A

(Last) (First) (Middle)
 C/O CITI TRENDS, INC., 102
 FAHM STREET
 (Street)

SAVANNAH, GA 31401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Citi Trends Inc [CTRN]

3. Date of Earliest Transaction (Month/Day/Year)
 09/21/2006

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 and 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) | 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 | 09/21/2006 | | M | | 20,000 | A | \$ 0.3846 149,568 |
| Common Stock | 09/21/2006 | | S | | 20,000 | D | \$ 38 129,568 |
| Common Stock | 09/22/2006 | | M | | 19,333 | A | \$ 0.3846 148,901 |
| Common Stock | 09/22/2006 | | S | | 19,333 | D | \$ 35.3034 129,568 |
| Common Stock | 09/22/2006 | | M | | 667 | A | \$ 0.3846 130,235 |

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Common Stock 09/22/2006 S 667 D \$ 35.8 129,568 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 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 0.3846 | 09/21/2006 | | M | 20,000 | 04/13/2003 04/13/2009 | Common Stock | 20,000 | |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 0.3846 | 09/22/2006 | | M | 20,000 | 04/13/2003 04/13/2009 | Common Stock | 20,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bellino George A C/O CITI TRENDS, INC. 102 FAHM STREET SAVANNAH, GA 31401 | | | President and CMO | |

Signatures

George A. Bellino 09/25/2006

**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 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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