

Citi Trends Inc
 Form 3/A
 April 04, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hampshire Equity Partners II, L.P. | | | (Month/Day/Year) | Citi Trends Inc [CTRN] | |
| (Last) | (First) | (Middle) | 05/17/2005 | | |
| 520 MADISON AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 05/17/2005 |
| NEW YORK,Â NYÂ 10022 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Exhibit 99.1 | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock, par value \$.01 per share | 7,546,404 ⁽¹⁾ | D ⁽²⁾ | Â |
| Common Stock, par value \$.01 per share | 1,255,486 | D ⁽³⁾ | Â |
| Common Stock, par value \$.01 per share | 25,109 | D ⁽⁴⁾ | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|-----------------------------------------------|-----------------------------------------|----------------------------------------------|---------------|--------------|----------------------------------|
|-----------------------------------------------|-----------------------------------------|----------------------------------------------|---------------|--------------|----------------------------------|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) | | |
|---------------------|-----------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------|------------------|---|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| 08/02/2003 | 08/02/2013 | Common Stock, par value \$.01 per share | 37,050 ⁽¹⁾ | \$ 3.6154 | D ⁽²⁾ | Â |
| 10/30/2004 | 10/30/2014 | Common Stock, par value \$.01 per share | 29,562 ⁽¹⁾ | \$ 6.8462 | D ⁽²⁾ | Â |

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 | Â | Â X | Â | See Exhibit 99.1 |
| Hampshire Equity Partners Cayman D.B. II, LP 520 MADISON AVENUE NEW YORK, NY 10022 | Â | Â | Â | See Exhibit 99.1. |
| Hampshire Equity Partners Cayman II LP 520 MADISON AVENUE NEW YORK, NY 10022 | Â | Â | Â | See Exhibit 99.1 |
| Lexington Equity Partners Cayman II, LP 520 MADISON AVENUE NEW YORK, NY 10022 | Â | Â | Â | See Exhibit 99.1 |
| Lexington Equity Partners II, L.P. 520 MADISON AVENUE NEW YORK, NY 10022 | Â | Â | Â | See Exhibit 99.1. |
| Lexington Equity Partners II, Inc. 520 MADISON AVENUE NEW YORK, NY 10022 | Â | Â X | Â | 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 04/03/2007

**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 04/03/2007

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By:/s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President

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

04/03/2007

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

04/03/2007

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

04/03/2007

Signature of Reporting Person

Date

LEXINGTON EQUITY PARTNERS II, INC. By:/s/ Gregory P. Flynn Name: Gregory P. Flynn Title: Vice President

04/03/2007

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Form 3 filed on May 17, 2005, as amended by a Form 3/A filed on May 23, 2005 (as amended, the "Original Form 3") erroneously included the 66,612 stock options reported under Table II of this amendment in the aggregate number of shares reported in column 2 of Table I.
(2) These shares and options 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 and options reported hereunder.
(3) 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 and options reported hereunder.
(4) 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 and options reported hereunder.

^

Remarks:

The aggregate number of beneficially owned shares reported hereby was previously reported on the

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.